



City of San Leandro

Meeting Date: April 7, 2014

Staff Report

File Number: 14-106

Agenda Section: PUBLIC HEARINGS

Agenda Number: 4.A.

TO: City Council

FROM: Chris Zapata
City Manager

BY: Cynthia Battenberg
Community Development Director

FINANCE REVIEW: Not Applicable

TITLE: Staff Report for PLN2013-00045: Rezone, Planned Development, Development Agreement, and Site Plan Review to Develop an Office/Technology Campus with up to a Maximum of 500,000 Square Feet of Office and Other Related Uses Located in Multiple Buildings on the 7.3 Acre Project Site that Encompasses Four Separate Parcels, Identified as 1333 Martinez Street, Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2, and 75-42-2-1; Westlake Development Partners, LLC (Applicant); Chang Income Property Partnership, LP (Property Owner) (The development will occur in three phases consisting of three-, five- and six-story technology-focused office buildings and related site improvements such as on-site and off-site landscaping, bike path, pedestrian path, and utilities; and surface parking for the development of Phase 1. Future phases will require the construction of a multi-level parking structure.)

SUMMARY AND RECOMMENDATIONS

In April 2012, a revised San Leandro Crossings Master Plan for the development of a multi-phased, mixed use office project was presented to the City Council. The revised Master Plan included an office campus with a focus on technology immediately west of the Downtown San Leandro BART Station. The City supported Westlake Development Partners LLC's (Westlake's) revised Master Plan and found it in accord with and a vital catalyst towards implementing the City's Downtown Transit-Oriented Development Strategy (TOD Strategy) goals. The proposed high density office development incorporates innovative high technology/economic development opportunities by uniquely leveraging the Lit San Leandro high speed fiber optic loop and the Downtown San Leandro BART station. Furthermore, the timing of the tech office campus enables the developer and the City to tap into economic opportunities generated from the recent growth of the Silicon Valley and San Francisco Bay Area high tech industries. The timing of the market opportunities coupled with the City's commitment to transit-oriented development are key factors in ensuring that this multi-phased development occurs in a timely manner.

In August 2013, at a Planning Commission Work Session, Westlake presented preliminary site plans proposing a multi-phased 340,000 to 500,000 square-foot Technology Campus. Since August, Westlake refined the project plans and provided greater detail related to site planning, building architecture, landscaping, and hardscape design. In addition, the City and the developer negotiated a Development Agreement to carry out the project and the appropriate environmental documentation was completed. At its February 20, 2014 meeting, after review of the proposed project and after closing the public hearing, the Planning Commission forwarded its unanimous recommendation to the City Council for the project's approval.

Recommendation:

The Planning Commission and staff recommend that the City Council:

- A. Adopt the Mitigated Negative Declaration for the Project;
- B. Approve the attached Ordinance to Rezone the subject site from DA-5(S) Downtown Area, Special Overlay District and PS Public and Semipublic, Special Overlay District to DA-5(S)(PD) Downtown Area, Special Overlay, Planned Development Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay, Planned Development Overlay District;
- C. Approve a Planned Development and Site Plan Review, PLN2013-00045, subject to the Recommended Conditions of Approval; and
- D. Approve the Development Agreement for the project.

BACKGROUND

The site was formerly occupied by a Del Monte canning facility but has been vacant for over 40 years. The proposed project will be the first technology-oriented project of its kind in Downtown San Leandro and the first privately funded major office development in the City's Downtown Transit Oriented Development Strategy Area.

The City's partnership with Westlake began in 2008 with the original, residential-focused San Leandro Crossings Master Plan. The plan at that time included 700 housing units and through the efforts of Westlake and the City, the project was granted State Prop 1C grant funding of over \$24 million. Despite the abandonment of the residential development due to the economic downturn, Westlake played a key role in enabling the City and the nonprofit housing developer BRIDGE Housing Corporation to retain the grant by aiding in the renegotiation of the grant terms with the State. This allowed the transfer of 100 percent of Westlake's development rights for the Cornerstone project (a 200-unit multi-family residential development), along with Westlake's rights as Master Developer for the Prop 1C grant, to BRIDGE Housing. BRIDGE Housing is expected to commence construction on The Cornerstone in Fall 2014.

A substantial amount of time and work from the City Council, Planning Commission and City and Westlake staff, along with a large number of public meetings, have occurred over the last six years to create a viable and innovative TOD development plan, overcome a severe

economic recession and arrive at the current project proposal.

The proposed Technology Campus would create an opportunity for the creation of a unique “workplace district” in Downtown San Leandro for more than 1,800 new employees. The proposed buildings would provide state-of-the-art new construction, Class A office space, and an opportunity to attract and retain companies that can benefit from the high-speed broadband capability created by Lit San Leandro.

The proposed project is consistent with the goals of the City’s TOD Strategy as it creates hundreds of new, well-paid jobs within walking distance of Downtown, taking advantage of public transit opportunities, bringing new customers to Downtown businesses, and transforming a vacant site into a high density office campus and an important revenue source for the City.

The applicant proposes to construct the project to Leadership in Energy and Environmental Design (LEED) Gold standards in three phases including three five- and six-story office buildings. The proposed Development Agreement provides that construction would be a minimum of 340,000 square feet, and up to a maximum of 500,000 square feet of office floor area. The estimated development cost for Phase 1 is approximately \$50 million and will be privately financed.

Phase 1, on the attached Exhibit B, shows a six-story 131,300 square foot building that could be occupied by a single tenant, or subdivided into multi-tenant suites. It includes a landscaped “Paseo” through the middle of the site for pedestrians and bicyclists through the subject property from Alvarado Street to the BART Station. In addition, there will be landscaped and paved improvements within the Martinez Street right-of-way (north-south direction along the eastern edge of the site) to serve as a pedestrian and bicycle connection from Parrott Street to Davis Street. The off-street parking provided would be 492 spaces (approximately 3.6 spaces per 1,000 square feet of office area, plus 19 spaces for BART/public patrons).

Phase 2, on the attached Exhibit C, shows a six-story 123,400 square foot building along the northern edge of the Paseo and adjacent to the Alvarado Street frontage. A parking structure is also proposed for Phase 2. It is currently proposed to be a two-story deck above grade (although the drawings are scalable to go to a three-story) parking structure on the southern portion of the site, south of the Paseo and north of Parrott Street. The two-story parking deck scenario would provide 846 total spaces (or 3.3 spaces per 1,000 square feet of office area). The three-story parking deck scenario would provide 1,065 total spaces (or 4.2 spaces per 1,000 square feet of office area). The excess parking, above 3.0 spaces per 1,000 square feet of office, would be unbundled, available to the public, and could be applied to future Phase 3 construction.

Phase 3, on the attached Exhibit D, shows a six-story 114,000 square foot building that would be located between the Phase 1 and Phase 2 Buildings. The parking structure would scale to a three and one-half-story garage deck above grade parking to five-story parking structure. The 3.5-story garage deck above grade parking scenario would provide 1,133 total spaces (or 3.1 spaces per 1,000 square feet of office area). The five-story parking structure scenario would provide 1,651 total spaces (or 4.5 spaces per 1,000 square feet of office area). The excess parking, above 3.0 spaces per 1,000 square feet of office, would be unbundled, available to the public, and could be applied to the project build out of up to 500,000 square

feet

The proposed buildings will have a landmark presence because of their height (up to six-stories tall) and modern design incorporating clean straight lines and both square and rectangular forms (see attached Exhibits E through K). Specific attention has been placed upon the energy efficiencies of the buildings, which will be built to LEED Gold standards. The exterior design includes glass curtain walls on the north elevations and more articulated and opaque detailing on the south and west elevations to moderate heat gain.

The office buildings will be 90 feet tall to the roof parapet and 102 feet tall to the top of the penthouse on the roof, which would contain the mechanical equipment. A two-story parking structure would have the second deck at approximately 22 feet above grade and the parapet (top rail/top of wall) at 25 feet above the ground. A five-story parking structure would have the fifth deck at approximately 52 feet above grade and the parapet (top rail/top of wall) at 55 feet above the ground. The potential photovoltaic frame and shade structure would increase the roof height to 65 feet tall. Exhibits I and J provide the various massing studies and perspective views to understand the overall plans. Exhibit K includes the intended materials for the exterior design of the office buildings.

Analysis

The TOD Strategy identifies the subject property as a key opportunity site near downtown and the BART station. Although the site has been vacant for decades, its proximity to the BART station and connection to the Lit San Leandro high speed fiber optic network provide distinct advantages in today's office marketplace. The project will also convert the vacated right-of-way on Martinez Street to a pedestrian and bicycle pathway as envisioned under the TOD Strategy. The developer will pay for these publicly accessible pathway improvements.

The TOD Strategy also identifies the project area south of the proposed Paseo as severely constrained due to its long and narrow shape. It is bounded on the west and east by rail lines; the site is not useful for office development due to poor visibility from surrounding public streets. As proposed, this area is well suited as a parking reservoir for future development. There are no adjacent land uses that would be adversely affected by a multi-level parking structure in this location. While visibility and access are unsuitable for commercial/ office development in this location, there is adequate access for a parking facility.

As a result of the Downtown TOD Strategy, the Zoning Code allows high density development with tall structures and lower parking requirements on the northern half of the project site. This area is zoned DA-5 Downtown Area District, which has no height limit and no maximum FAR (Building Floor Area to Site Area Ratio). The proposed development is consistent with the current zoning.

A Development Agreement was negotiated in order to provide greater certainty that all three phases will be fully developed and that the development will undertake orderly planning of public improvements and services, and public benefits such as public art, attractive urban design and landscaping, and public outdoor areas. Key points of the Development Agreement include:

- A 10-year term, with an automatic five year extension upon completion of Phase 1;
- Project Phasing milestones and development requirements (i.e., parking, minimum heights and minimum floor plate square footage);
- Vacation of and improvements on Martinez Street and West Estudillo Avenue. (The Engineering and Transportation Department will present the details of the vacation and proposed improvements separately for City Council review on May 5, 2014.); and
- Financing and creation of on-site public art, or payment of an in-lieu fee.
- Support and inclusion of the developer/property owner in the Downtown Community Benefit District.

While the Zoning Code minimum parking requirement for the site is 2.0 spaces per 1,000 square feet of office, Westlake has maintained that it will take time for the real estate market to mature and for public transit usage to increase. The potential primary tenant for Phase 1 has indicated to Westlake that it requires a higher parking ratio to retain and attract employees and provide adequate visitor parking for ongoing conferences and training on the property. Therefore, Westlake requests that the project be approved for Phase 1 with a maximum ratio of 3.6 spaces per 1,000 square feet of office/retail to meet the existing need of the potential tenant and to attract other companies that may also have higher employment densities. Subsequently, in Phases 2 and 3, Westlake will achieve a lower parking ratio of 3 spaces per 1,000 square feet of office/retail.

Staff and the Planning Commission support the proposed parking ratios in the Development Agreement as they reflect market demand. Excess parking above the maximum ratios will be unbundled and serve as needed shared public/private parking for the Downtown area. Furthermore, the construction of the parking structure in the early phases of the project could help Westlake complete all three phases by front-loading the parking to meet initial market demands and allowing for the gradual acceptance of public transit usage or alternative transit options in future phases. A fully built three phase project will more appropriately meet the higher densities, increase transit ridership and invigorate Downtown as called for in the TOD Strategy.

At its February 20, 2014 meeting the Planning Commission found the project plans and designs acceptable and unanimously forwarded a recommendation for the project's approval. In its recommendation, the Commission added some key points to the Planned Development (PD) and Site Plan Review Recommended Conditions of Approval and the Development Agreement.

Planned Development and Site Plan Review Revisions:

- In PD Condition III.C., add language requiring the east edge of the parking structure most visible to BART be densely and well landscaped to make the view more attractive for the public, particularly BART patrons in the parking lot. The Planning Commission reasoned that the landscaping would mitigate the long, tall building façade, which is primarily concrete. The Planning Commission noted that its recommended condition would create a "statement of place" along the north-south corridor parallel to Martinez Street.
- Revise Condition III. F., to require implementation of two or more Transportation Demand Management (TDM) programs/policies to reduce car trips, instead of just one.

Development Agreement Revisions:

- Remove references to residential or housing allowances and add language that any proposed residential use in Phases 2 and 3 require Planning Commission and City Council approval.
- Revise the agreement to make the “fountain” referenced under Public Art as optional.
- Eliminate off-street parking spaces in Phase 2, east of the proposed building and convert the spaces to open space (pending Fire Department approval). Westlake revised the site plan as recommended. (See attached Exhibit BB - Partial Site Plan Phase 3 - Public Space). The revised plan includes a larger public open space on the east side of the office building, and a circular driveway to accommodate the Fire Department’s access and ability to turn around.

The Planning Commission also recommended increasing the off-site public art in lieu fee payment to 2% of the total construction budget from 0.5%. Staff understands the intent of the recommendation is to create an incentive for the developer to provide the art on-site. Staff does not recommend this revision as the benefit to placing the art on-site is a more attractive and desirable project as well as ownership of the investment. Staff discussed this matter with Westlake further since the Planning Commission meeting and Westlake affirmed its intent to fulfill the art requirement on-site.

The fiscal benefits of the proposed project include:

- \$200 million investment in San Leandro assuming full build-out. \$50 million investment in Phase 1 with construction scheduled to start by end of 2014.
- Annual property tax revenue of approximately \$500,000 in Phase 1, and up to \$2 million. 12% of this new revenue goes to the City. School districts and the County receive significant benefit from the project.
- 1,800 quality jobs and the resulting annual business license tax revenue of more than \$150,000 at full-build out, \$50,000 at Phase 1.
- More than 600 construction jobs for Phase 1, and over 2,000 for full project build out.
- \$25,000 contribution to the Downtown Community Benefit District.
- An estimated \$1.6 million in building and development impact fees for Phase 1.
- Significant off-site improvements including construction and on-going maintenance of the first section of the East Bay Green Way to be built in San Leandro.
- An initial \$500,000 to \$1 million investment in on-site public art.
- Increased disposable income available to be captured by Downtown San Leandro businesses.
- High quality architecture and materials. The architecture will raise the bar for design in Downtown San Leandro, catalyzing additional investment elsewhere.

Applicable General Plan Policies

- **Policy 6.01 Downtown Plan.** In accordance with the adopted Downtown Plan and Urban Design Guidelines and the Downtown San Leandro Transit Oriented Development Strategy, ensure that new Downtown Development is attractive and creates an image conducive to revitalization.

- **Policy 6.05 Pedestrian-Friendly Environment.** Provide public and private improvements that create a safe, friendly, and pleasurable environment for pedestrians.
- **Policy 6.10 BART Station Area Revitalization.** Foster the development of the BART Station area as a mixed use “transit village,” with a full complement of office, high-density residential, and retail uses, along with pedestrian plazas, open space, BART parking, and other transit facilities.

Permits and/or Variances Granted

The Planned Development, Site Plan Review (Planning Permits) and Development Agreement provide a mechanism for the City to ensure that large development projects can be made compatible with the underlying zoning and General Plan by application of careful and imaginative treatment; ensure orderly and thorough planning that will result in high-quality urban design; and encourage the assembly of properties that might otherwise be developed in unrelated increments to the detriment of the surrounding area.

The Special Overlay Policy (or “S” Overlay) for the Westlake parcels allows the properties to be developed with maximum feasible densities and to increase transit ridership given the proximity to BART. In addition, the West Parrott sites were earmarked by the “S” Overlay to be utilized as a major parking reservoir to capitalize on the location adjacent to BART and AC Transit facilities and to support new development.

Environmental Review

This project and the associated Mitigated Negative Declaration tiers off of an Environmental Impact Report prepared for the Downtown San Leandro Transit-Oriented Development (TOD) Strategy that was certified on September 4, 2007. The Mitigated Negative Declaration encompasses a Planned Development, Site Plan Review, and Development Agreement for the proposed project (PLN2013-00045).

Project-specific impacts other than those identified in the TOD Strategy EIR are evaluated in the associated Mitigated Negative Declaration. The 28 mitigation measures identified in the Mitigated Negative Declaration would address all potentially significant project-related impacts resulting in no significant impacts. Therefore, there is no substantial evidence, in light of the whole record before the Planning Commission, that the project may have a significant effect on the environment.

Copies of the Mitigated Negative Declaration were sent to different State agencies, via the State’s Office of Planning and Research (OPR) for review. A copy of the Mitigated Negative Declaration and Initial Study is attached. The 30-day public review period established for the document was from January 20, 2014 to February 19, 2014. Comment letters were received from the California Public Utilities Commission (CPUC), Caltrans and East Bay Municipal Utilities District (EBMUD). Six mitigation measures from the CPUC comment letter were added to address safety at the at grade crossings and to the rail line where the project is adjacent to these items. The City and Kimley-Horne responded to the Caltrans comment letter that the analysis in the Initial Study and Mitigated Negative Declaration was adequate and no

further analysis was required (see attached response to the Caltrans letter). EBMUD affirmed that the project will be adequately served for water supply.

Board/Commission Review and Actions

Preliminary plans were presented to the Planning Commission for review at a work session on August 15, 2013. At a public hearing on February 20, 2014, the Planning Commission considered the Mitigated Negative Declaration; Zoning Map Amendment; Planned Development/Site Plan Review; and Development Agreement for the project. The Planning Commission reviewed and voted upon a recommendation for each item, with a recommendation to the City Council to approve. Each motion was passed with a vote of 7-0. The Planning Commission made the attached findings for approval and modified the Planned Development/ Site Plan Review Recommended Conditions of Approval and Development Agreement as discussed earlier in this report. In addition, the Excerpts of the Unapproved Planning Commission Meeting Minutes of February 20, 2014 are attached.

Summary of Public Outreach Efforts

- For the April 7, 2014 City Council meeting, a legal advertisement announcing a public hearing was placed in the Daily Review, 21 days prior to the City Council meeting. Notices for the public hearing were mailed to the property owners and business owners within 500 feet of the subject property; public utility companies and agencies; and to the following Homeowner's Associations: Peralta Citizens, Peralta Creek Adobe, Pacific Plaza, Garden Terrace, Cherrywood, Camellia Court, Woodcreek, Best Manor, Farrelly Pond, Creekside, Estudillo, and Broadmoor. Placards were posted on the utility poles adjacent to the property (Martinez Street, Thornton Street, Alvarado Street and West Estudillo Avenue).
- The Planning Commission's public hearing on February 20, 2014 was similarly noticed. The project received supportive comments from two members of the public.
- As a courtesy, the August 15, 2013 Planning Commission Work Session was noticed by mail to property owners and business owners within 500 feet of the subject property, and to the Homeowner's Associations listed above.
- On the evening of July 23, 2013 the applicant presented the proposed project at a neighborhood meeting that was held at the San Leandro Main Library. Over 25 interested residents and business people were present. Notices of the neighborhood meeting were mailed to property owners and businesses within 500 feet of the subject property, and to Homeowner's Associations.

ATTACHMENTS

Attachments to Staff Report

- Vicinity Map
- Recommending Findings of Fact from the Planning Commission
- Recommended Conditions of Approval (attached to the proposed Ordinance)
- Proposed Development Agreement (attached to the proposed Ordinance)
- Mitigated Negative Declaration (with Initial Study, comments received from Caltrans,

response to Caltrans, comments received from the California Public Utilities Commission and EBMUD), and the Mitigation Monitoring Plan (attached to the proposed Ordinance)

- Planning Commission Resolution No. 2014-02 Recommending that the City Council Approve the MND, Zoning Map Amendment, PD/SPR and Development Agreement for the Downtown Office Campus
- Unapproved Excerpts from the Minutes of the Planning Commission's Public Hearing of February 20, 2014
- Excerpts from the Minutes of the Planning Commission's Work Session of August 15, 2013
- Exhibit A - Project Title and Data (Sheet G1)
- Exhibit B - Site Plan Phase 1 (Sheet A1.1)
- Exhibit C - Site Plan Phase 2 (Sheet A1.2)
- Exhibit D - Site Plan Phase 3 (Sheet A1.3)
- Exhibit E - Elevations Phases 1, 2 and 3 (Sheet A3.1)
- Exhibit F - Signage Program and Parking Deck Elevations (Sheet A3.2)
- Exhibit G - Elevations - Garage Options (Sheet A3.3)
- Exhibit H - Enlarged Elevations (Sheet A4.1)
- Exhibit I - Views and Rendered 3 Level Garage (Sheet A5.1)
- Exhibit J - Views and Rendered 6 Level Garage (Sheet A5.2)
- Exhibit K - Palette for Lighting, Furniture and Materials (Sheet A6.1)
- Exhibit L - Civil Engineering Title Sheet Floor (Sheet C-1)
- Exhibit M - Civil Engineering Overall Site Plan (Sheet C-2)
- Exhibit N - Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-3)
- Exhibit O - Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-4)
- Exhibit P - Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-5)
- Exhibit Q - Civil Engineering Phase 2 Preliminary Site Plan (Sheet C-6)
- Exhibit R- Civil Engineering Phase 3 Preliminary Site Plan (Sheet C-7)
- Exhibit S - Landscape Plan Overall Phase 1 & 2 (Sheet L101)
- Exhibit T - Landscape Plan Overall Phase 3 (Sheet L102)
- Exhibit U - Landscape Plan Enlargement Phase 1 (Sheet L201)
- Exhibit V - Landscape Plan Enlargement Phase 2 (Sheet L202)
- Exhibit W - Landscape Plan Enlargement Phase 3 (Sheet L203)
- Exhibit X - Plant Palette (Sheet L301)
- Exhibit Y - Plant List (Sheet L302)
- Exhibit Z - Landscape Features (Sheet L401)
- Exhibit AA - Landscape Sections (Sheet L402)
- Exhibit BB - Partial Site Plan Phase 3 - Public Space (Sheet SK-006-1)

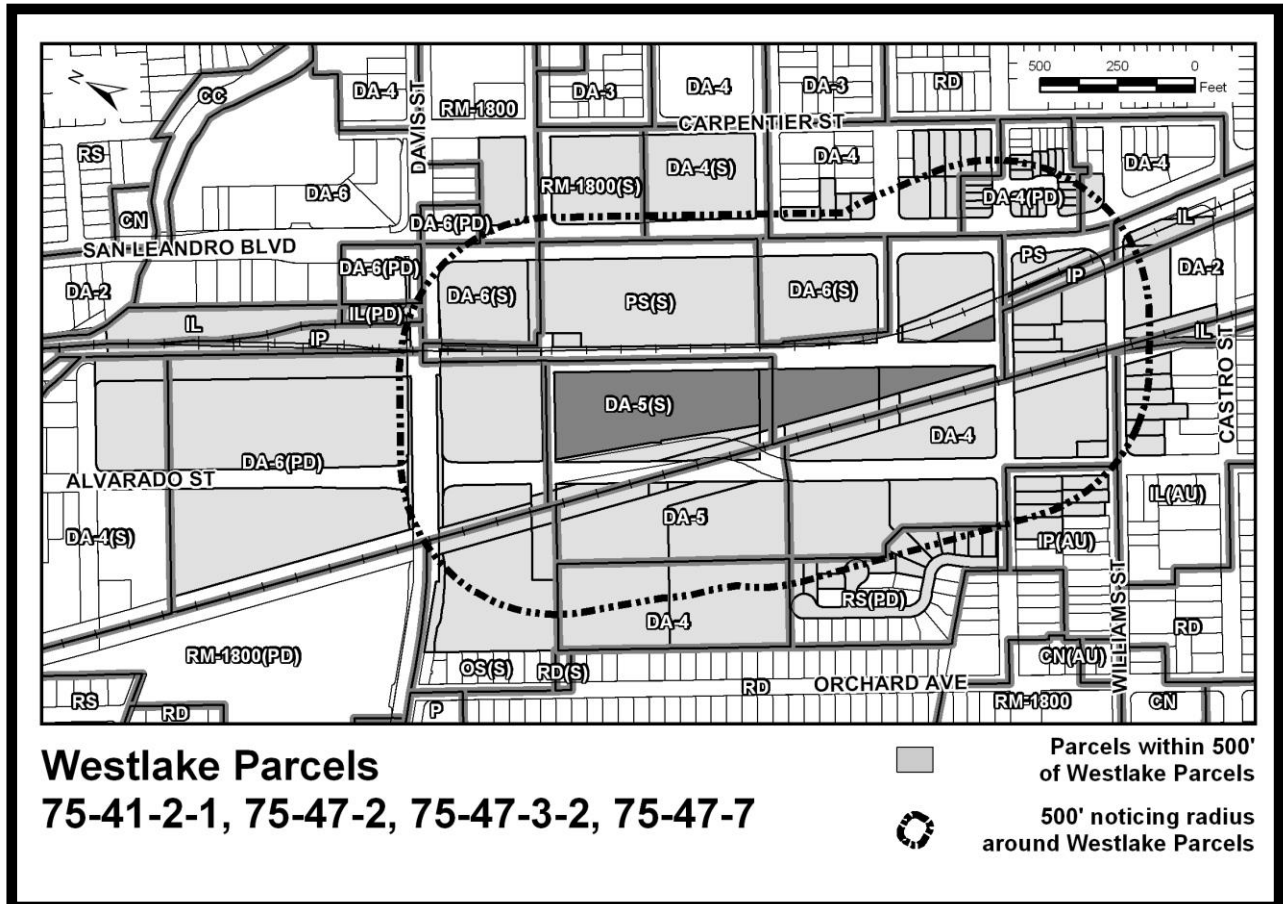
Attachments to Related Legislative Files

- Attached to Minute Order:
 - Exhibit 1 - Mitigated Negative Declaration
- Attached to Ordinance:
 - Exhibit 2 - Zoning Map Amendment
 - Exhibit 3 - Planned Development and Site Plan Review Conditions of Approval
 - Exhibit 4 - Development Agreement

PREPARED BY: Elmer Penaranda, Senior Planner, Community Development Department

**City of San Leandro
CITY COUNCIL
Staff Report
VICINITY MAP**

Showing Existing Land Use and Zoning



Meeting Date: April 7, 2014
 File Number: PLN2013-00045
 Applicant: S. Tong, Westlake Development Partners, LLC
 Property Owner: Chang Income Project Partners LP
 Address: 1333 Martinez Street
 Assessor's Parcel #'s: 75-41-2-1, 75-47-2, 75-47-3-2, and 75-47-7
 Project Planner: Elmer Penaranda

**RECOMMENDED FINDINGS OF FACT
FOR APPROVAL OF
PLN2013-00045; Rezone, Planned Development,
Site Plan Review Permit, and Mitigated Negative Declaration
1333 Martinez Street
Alameda County Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2; and 75-42-2-1
Westlake Development Partners, LLC (applicant)
Chang Income Property Partnership, LP (property owner)**

Rezone (Zoning Code Sections 5-2708 and 5-2712)

1. The proposed rezone must be in general agreement with the adopted General Plan of the City.

The General Plan land use designation for the subject property is "Office" (OF). The Zoning Map designates the subject property as DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District. The base zoning districts are consistent with the General Plan since the DA-5 promotes offices use and high density development without maximum height or maximum floor to area (FAR) requirements, and permits 100 percent coverage of the building site. The PS intends the southern portion of the site to be for public or semipublic use to support the subject property being developed or the immediate adjacent properties that may be redeveloped in the future.

The base districts will remain the same; the rezoning will only include the PD Overlay designation to DA-5(S)(PD) Downtown Area, Special Overlay, Planned District Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay, Planned Development Overlay District. The PD designation will subject the proposal on the property to the City's discretionary review process, which will ensure that the new development will be compatible with the existing area. This carries out General Plan Goals: 6.01 DOWNTOWN PLAN, in accordance with the adopted Downtown Plan and Urban Design Guidelines and the Downtown San Leandro Transit Oriented Development Strategy, ensure that new Downtown Development is attractive and creates an image conducive to revitalization; 6.05 PEDESTRIAN-FRIENDLY ENVIRONMENT, provide public and private improvements that create a safe, friendly, and pleasurable environment for pedestrians; and 6.10 BART STATION AREA REVITALIZATION, foster the development of the BART Station area as a mixed use "transit village," with a full complement of office, high-density residential, and retail uses, along with pedestrian plazas, open space, BART parking, and other transit facilities.

2. The uses permitted by the proposed zoning district must be compatible with existing and proposed uses in the general neighborhood.

The DA-5(S) was codified from the TOD Strategy which provides that the Westlake sites can be developed with a high density office campus that takes advantage of the immediate transit proximity. The sites have additional advantages that will allow them to maximize their positive impact on downtown revitalization and transit ridership. The site is large enough to accommodate its full development potential without physical or financial constraints that limit smaller sites. The DA-5(S) and TOD Strategy recommends development of the entire Westlake parcels as a phased project under the direction of a master developer, resulting in efficiencies

in the construction process, a greater likelihood of providing shared parking for employees, and a coordinated architectural and landscape image.

In addition, the PS(S) was also codified from the TOD Strategy and identifies the project area south of the proposed Paseo as severely constrained due to its long and narrow shape. It is bounded on the west and east by rail lines; the site is not useful for office development due to poor visibility from surrounding public streets. As proposed, this area is better suited as a parking reservoir for future development. There are no adjacent land uses that would be adversely affected by parking in a structure of multiple levels in this location. While visibility and access are unsuitable for commercial/office development in this location, there is adequate access to serve a parking facility.

The use of the Planned Development Overlay designation will allow the Planning Commission to review any subsequent major changes to the property through the Planned Development (PD) modification process and ensure that the new development will be compatible with the existing area.

- 3. The property subject to the rezone will be served by streets, utilities and other public facilities of sufficient capacity to properly serve it without overloading and without detriment to other areas presently zoned in contemplation of full use and availability of such facilities.**

The project site is an infill site and was previously developed. The proposed development, which includes civil engineering plans provide all necessary and required streets, utilities and other public facilities of sufficient capacity to properly serve it without overloading and without detriment to other areas presently zoned in contemplation of full use and availability of such facilities.

Findings for Planned Unit Development (Zoning Code Sections 3-1018 and 3-1020)

- 1. That the proposed location of the use is in accord with the objectives of the Zoning Code and the purposes of the district in which the site is located.**

The proposed office development is located within the DA-5(S) District which permits office use and its related improvements such as off-street parking, landscaping, paths, walkways driveways, etc. The proposed parking garage is located within the PS(S) District which identifies the southern portion of the site is best suited for a parking reservoir due to its narrow shape and being bound by the railroad on the east and west sides.

- 2. That the proposed location of the use and the proposed conditions under which it would be operated or maintained, will be consistent with the General Plan; will not be detrimental to the public health, safety or welfare of persons residing or working in or adjacent to the neighborhood of such use; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the City.**

The proposal is consistent with City goals, objectives and policies related to high-density office development downtown and near BART, as outlined in the General Plan. The development will carry out the TOD Strategy by having new development that is attractive high density and

creates a positive image of revitalization. The proposed use includes improvements that appear to be safely planned for pedestrians. The development will have a 'Paseo' which is a convenient connection to the BART Station fare gates. In addition, the development will have a north-south bicycle and pedestrian path to connect the southern portion of the development site to Davis Street at the north. Adjacent properties to the development site includes an office building parking lot to the north, a railroad line and BART parking lot to the east, very little frontage on the south fronting Thornton Street, and a railroad line and Alvarado Street to the west. Because of the existing site conditions, there is no adjacent development or persons residing adjacent to the site that would be affected by taller structures and the related site improvements.

3. That the proposed use will comply with the provisions of this code; including any specific condition required for the proposed use, in the district, in which it would be located.

The Planned Development provides a mechanism for considering that the large development project and its use can be made compatible by application of careful and imaginative treatment; ensure orderly and thorough planning that will result in high-quality urban design; and encourage the assembly of properties that might otherwise be developed in unrelated increments to the detriment of the surrounding area. The appropriate conditions of approval and proposed Development Agreement will ensure the proposed use will comply with the code.

4. That the proposed use will not create adverse impacts on traffic or create demands exceeding the capacity of public services and facilities, which cannot be mitigated.

The proposed development and use was reviewed by the City Engineering and Transportation Department and Public Works Department. First, the City Engineering and Transportation Department concluded that the significant impact at San Leandro Boulevard and Parrott Street intersection during the PM peak hour can be mitigated by restriping the eastbound approach to two lanes: a shared left through lane and a shared through-right lane. These improvements would occur within the existing right-of-way. This mitigation measure results in the intersection operating at Level of Service (LOS) E during the peak-hour. Therefore this impact would be less than significant and the use will not create demands exceeding the capacity of the existing streets. The site and immediate area is already served by adequate public utilities and infrastructure, including but not limited to: the gas and electric company, the water district, waste disposal, and police and fire departments. Per the civil engineering plans for the proposed use there will be rerouting, relocation and enhancements to some of the existing utilities to adequately service the new development.

5. The Planned Development Project Plan will provide superior urban design in comparison with the development under the base district zoning regulations.

The site plan elements (including building placement, size and location of landscape areas, parking facilities, bicycle and pedestrian paths, areas for public art, and on-site active and passive recreational amenities) create a harmonious and orderly development that is compatible with its surroundings. The landscaped setbacks, off-street parking spaces and parking garage, and the modern design of the multi-story office buildings will improve a site and revitalize the adjacent BART station area which is currently underutilized and vacant. In that context, the

new Planned Development project will provide superior urban design versus the existing site conditions.

6. The Planned Development Project includes adequate provisions for utilities, services, and emergency vehicle access; and that public service demands will not exceed the capacity of the existing and planned systems.

There is adequate public service provided to the proposed Planned Development, including but not limited to gas, electric, water, waste disposal, and police and fire services. The Engineering and Transportation Department and Alameda County Fire Department have found that the access to the site and internal circulation to be safe for vehicular, pedestrian and emergency vehicle access.

Findings for Site Plan Review (Zoning Code Sections 5-2512)

1. Site plan elements (such as but not limited to: building placement, yard setbacks, size and location of landscape areas, parking facilities and placement of service areas) are in compliance with the minimum requirements of this code, and are arranged as to achieve the intent of such requirements by providing a harmonious and orderly development that is compatible with its surroundings. Parking, loading, storage and service areas are appropriately screened by building placement, orientation walls and/or landscaping.

The master site plan for the office campus is in conformance with the underlying DA-5(S) and PS(S) Districts. Although the DA-5 promotes high density development without maximum height or maximum floor to area (FAR) requirements, and permits 100 percent coverage of the building site, the site plan provides adequate off-street parking, active and passive open space improvements such as recreational game courts, bicycle and pedestrian paths, and landscaping. The placement of the buildings, driveway, and parking areas provide for a harmonious and orderly development that relates well with the Alvarado Street frontage.

2. The building has adequate articulation, with appropriate window placement, use of detailing and/or changes in building planes to provide visual interest. The exterior materials, finishes, detailing and colors are compatible with those of surrounding structures. Visually incompatible elements, such as roof mounted utilities, are fully screened from public view.

The proposed buildings will have a landmark presence being up to five- to six-stories tall. Their exterior design will have a modern appearance that incorporates clean, straight lines and square and rectangular forms. The office buildings will be 90 feet tall to the roof parapet and 102 feet tall to the top of the penthouse on the roof, which contains mechanical equipment.

The north elevations of the office buildings will have the grid design of glass and steel to maximize the availability of indirect light into those sides of the buildings. The east, south and west elevations will have greater use of a building-skin (i.e., brick, stone, or cementitious material) and lesser amount of glass. The design regulates the amount of direct sunlight into these sides and provides visual interest in the varying window and exterior wall design.

The parking structure is proposed to be concrete and painted steel construction. Some corner sections of the parking structure will be accented and enhanced with tile-like material and signage identifying it as a parking garage. The parking structure at two-story would be approximately 25 feet tall above the ground where at five-stories it would be approximately 55 feet tall. The potential photovoltaic frame and shade structure would have a height of 65 feet tall. The materials and exterior design of the parking garage would be compatible with the modern and taller design of the multi-story office buildings.

3. The landscaping complements the architectural design, with an appropriate balance of trees, shrubs and living ground covers, and provides adequate screening and shading of parking lots and/or driveways.

Details on type, size and location of proposed tree and plant species have been submitted as part of the project submittal. The landscaping provided on the plan is an assorted list of trees, flowering shrubs, ground covers and vines. The selected trees appear to have large canopies and they are specified as 24-inch box (or specimen size) to have substantial size for a project on an expansive site and multi-story buildings. Approximately one-quarter (25%) of the project site will be landscaped. In the DA Districts, landscaping is reviewed on a case-by-case basis and at the discretion of the reviewing body of the Site Plan Review. (Note: In other commercial districts the minimum landscape requirements range from five to 10 percent.).

4. Detail features, such as signs, fences and lighting for buildings, parking lots and/or driveways are visually consistent with the architectural and landscape design, and minimize off-site glare.

The proposed sign program on the buildings and the parking structure appear to fit well aesthetically at their designated locations and in size and scale. Additional signage such as the monument signs in the landscaped planter areas and directional signs on the site will be reviewed by the Community Development Director to ensure they also fit in the development. The proposed lighting will be a new composition of outdoor lighting for security and surveillance of the site. There is a recommended condition of approval that the exterior lighting should blend in with the new architecture and landscaping. The design and materials used for any freestanding or exterior trash enclosure will be required to be designed to blend in and complement the office building or parking structure.

CEQA ENVIRONMENTAL REVIEW

This project and the associated Mitigated Negative Declaration tiers off of an Environmental Impact Report prepared for the Downtown San Leandro Transit-Oriented Development (TOD) Strategy that was certified on September 4, 2007. The Mitigated Negative Declaration encompasses a Planned Development, Site Plan Review, and Development Agreement for the proposed project (PLN2013-00045). Project-specific impacts other than those identified in the TOD Strategy EIR are evaluated in the Mitigated Negative Declaration. The 22 mitigation measures identified in the Mitigated Negative Declaration would address all potentially significant project-related impacts resulting in no significant impacts. Therefore, there is no substantial evidence, in light of the whole record before the Commission, that the project may have a significant effect on the environment.

The City of San Leandro Planning Commission

Resolution No. 2014-02, Recommending that the City Council Adopt an Ordinance Approving a Mitigated Negative Declaration, a Rezoning, a Planned Development, a Site Plan Review, and a Development Agreement for the Downtown Office/Technology Campus Project, 1333 Martinez Street

RESOLUTION RECOMMENDING THAT THE CITY COUNCIL APPROVE A MITIGATED NEGATIVE DECLARATION, AN AMENDMENT TO THE ZONING MAP, A PLANNED DEVELOPMENT/SITE PLAN REVIEW PERMIT, AND A DEVELOPMENT AGREEMENT FOR THE DOWNTOWN OFFICE CAMPUS AT 1333 MARTINEZ STREET

WHEREAS, Westlake Development Partners, LLC (the “Applicant”) submitted an application for a multi-phase, transit-oriented development project located adjacent to the Downtown San Leandro BART Station (PLN 2013-00045) (“Project”) consisting of 340,000-500,000 square feet of multi-story office buildings and related on-site and off-site improvements including landscaping, bike path, pedestrian path, utilities and a multi-level parking structure, to be located on a 7.3-acre project site that encompasses four separate parcels and vacated City rights-of way, identified as 1333 Martinez Street. The Project includes applications for an amendment to the Zoning Map (the “Zoning Map”), a Planned Development/Site Plan Review Permit, and a Development Agreement; and

WHEREAS, the majority of the proposed site for the Project is a relatively flat portion of the City that was formerly occupied by a Del Monte canning facility but has been vacant for over 20 years; and

WHEREAS, the proposed Project site is currently zoned DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District and has a General Plan designation of Office “OF”. The proposed Project site is surrounded by the San Leandro BART station to the east; by Alvarado Street to the west; by West Estudillo Avenue on the north; and by Thornton Street on the south. In addition, the site has railroad tracks on the east and west edges of the Project site. Moreover, the Project site is included in the San Leandro Downtown Transit Oriented Development Strategy (“TOD Strategy”) and is within walking distance to the City’s downtown; and

WHEREAS, the Planning Commission held a noticed work session regarding the proposed Project on August 15, 2013; and

WHEREAS, the City prepared an Initial Study consistent with CEQA Guidelines section 15070 and determined a Mitigated Negative Declaration was required in order to analyze the potential for significant impacts of the Project which was circulated for public review from January 20, 2014 to February 19, 2014; and

WHEREAS, the Planning Commission reviewed the staff report and the draft Mitigated Negative Declaration (Exhibit A) and is of the opinion that the draft Mitigated Negative Declaration, including comments, reflects the City's independent judgment and analysis on the potential for environmental impacts from the Project; and

WHEREAS, location and custodian of the draft Mitigated Negative Declaration, including comments, and other documents that constitute a record of proceedings for the Project is the City of San Leandro, 835 East 14th Street, San Leandro, California 94577; and

WHEREAS, the Project may have potential significant environmental impacts; however, proposed mitigation measures have been incorporated into the Project to reduce these impacts to a less than significant level; and

WHEREAS, the Zoning Map currently designates the Project site as DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District. The Zoning Map should be amended to DA-5(S)(PD) Downtown Area, Special Overlay, Planned Development Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay, Planned Development Overlay District as set forth in Exhibit B; and

WHEREAS, the Project also requires a Planned Development and Site Plan Review Project Approval, pursuant to 3-1012 and 5-2506 of the Zoning Code, respectively, and satisfies all the requisite findings as further explained in the staff report associated with this resolution; and

WHEREAS, the Applicant is also requesting the execution of a proposed Development Agreement, attached hereto and incorporated herein as Exhibit D that would vest the Project applications upon execution; and

WHEREAS, the City's General Plan and the Zoning Code, are incorporated herein by reference, and are available for review at City Hall during normal business hours.

NOW, THEREFORE IT IS RESOLVED THAT:

The forgoing recitals are true and correct and made part of this resolution.

BE IT FURTHER RESOLVED THAT: The Planning Commission of the City of San Leandro does hereby make the following findings and determinations regarding the draft Mitigated Negative Declaration:

1. The draft Mitigated Negative Declaration has been completed in compliance with CEQA and the CEQA Guidelines and is complete and adequate and reflects the City's independent judgment and analysis of the environmental effects of the Project.
2. The Planning Commission hereby recommends that the City Council make all required findings and adopt the Mitigated Negative Declaration for the Project set forth in Exhibit A attached hereto and incorporated herein by this reference.

BE IT FURTHER RESOLVED THAT: The Planning Commission of the City of San Leandro does hereby make the following findings and determinations regarding the proposed Zoning Map amendment:

1. The DA-5(S) zoning and the TOD Strategy provides that the northern Project site can be developed with a high density office campus that takes advantage of its immediate proximity to transit. The sites also have additional advantages that will allow them to maximize their positive impact on downtown revitalization and transit ridership.

2. The PS(S) zoning and the TOD Strategy identifies the southern Project site as severely constrained due to its long and narrow shape. It is bounded on the west and east by rail lines; the site is not useful for office development due to poor visibility from surrounding public streets. This area is better suited as a parking reservoir for future development. There are no adjacent land uses that would be adversely affected by parking in a structure of multiple levels in this location. While visibility and access are unsuitable for commercial/office development in this location, there is adequate access to serve a parking facility.

3. The Planning Commission does hereby recommend approval of the Zoning Map Amendments from DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District to DA-5(S)(PD) Downtown Area, Special Overlay, Planned Development Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay, Planned Development Overlay District, as further set forth in Exhibit B, attached hereto and incorporated herein by reference.

BE IT FURTHER RESOLVED THAT: The Planning Commission of the City of San Leandro does hereby make the findings and determinations required by section 5-2212, 5-2214, 3-1018, 3-1012, 5-2512, and 5-2514 of the City of San Leandro Zoning Code regarding the proposed Planned Development/Site Plan Review Project Approval, as further explained in the staff report, and recommend that the City Council approve of the proposed Planned Development/Site Plan Review Project.

BE IT FURTHER RESOLVED THAT: The Planning Commission of the City of San Leandro does hereby make the following findings and determinations regarding the draft Development Agreement:

1. The draft Development Agreement is compatible with the uses authorized in, and the regulations prescribed for, the land use districts in which the real property is located upon the approval of the draft Mitigated Negative Declaration, the Zoning Map Amendment, and the Planned Development and Site Plan Review Project Approval.

2. The draft Development Agreement is in conformity with the City General Plan and will not be detrimental to the health, safety and general welfare in that the development will proceed in accordance with the draft Development Agreement and all Conditions of Approval for the Project.

3. The City of San Leandro Planning Commission does hereby recommend that the City Council adopt an Ordinance approving the draft Development Agreement, attached hereto and incorporated herein as Exhibit D, between the City and the Applicant for the Project.

PASSED, APPROVED AND ADOPTED, under separate motions, the Development Agreement, Mitigated Negative Declaration, Zoning Map Amendment, and Planned Development/Site Plan Review, respectively, this 20th day of February 2014 by the following vote:

AYES-	COMMISSIONERS COLLIER, FITZSIMONS, LEICHNER, LEUNG, RENNIE, VICE CHAIR HERNANDEZ, CHAIR ABERO	(7)
NOES-	NONE	(0)
ABSENT-	NONE	(0)
ABSTENTION-	NONE	(0)

Planning Commission, Chairperson

ATTEST:



Planning Commission, Secretary

Exhibit A
Draft Mitigated Negative Declaration

Exhibit B
Proposed Zoning Map Amendment

Exhibit C

Planned Development and Site Plan Review Conditions of Approval

Exhibit D
Draft Development Agreement

**UNAPPROVED EXCERPTS FROM THE
SAN LEANDRO PLANNING COMMISSION
REGULAR MEETING**

City Council Chambers, First Floor
835 East 14th Street
San Leandro, California 94577

7:00 p.m. Regular Meeting

February 20, 2014

Item 1: Roll Call

Present: Planning Commissioners Esther Collier (District 6); Tom Fitzsimons (District 5); Kevin Leichner (District 1); Kai Leung (District 4); Scott Rennie (At Large); Vice Chair Ed Hernandez (District 2); Chair Denise Abero (District 3).

Absent: None.

Staff: Cynthia Battenberg, Community Development Director; Sally Barros, Principal Planner; Elmer Penaranda, Senior Planner; Keith Cooke, Principal Engineer; Tom Liao, Secretary to the Planning Commission and Deputy Community Development Director; Richard Pio Roda, City Attorney; Larry Ornellas, Facilities Coordinator.

Item 4: Correspondence

Secretary Liao said Planner Penaranda would cover comments related to Item 7B when he discusses the CEQA Mitigated Negative Declaration (MND).

Item 7B: Public Hearings

PLN2013-00045, Rezone, Planned Development, Development Agreement, and Site Plan Review; to develop an Office/Technology Campus with up to a maximum of 500,000 square feet of office and other related uses located in multiple buildings on the 7.3-acre project site that encompasses four separate parcels, identified as 1333 Martinez Street. The development will occur in three phases which includes five- to six-story technology-focused office buildings and related site improvements such as on-site and off-site landscaping, bike path, pedestrian path and utilities; surface parking for the development of Phase 1 while future phases will require the construction of a multi-level parking structure. Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2, and 75-42-2-1; Westlake Development Partners, LLC (applicant); Chang Income Property Partnership, LP (property owner). (Penaranda)

Actions: Recommend:

- A) Adoption of the Mitigated Negative Declaration;
- B) Approval to Rezone the subject site from DA-5(S) Downtown Area, Special Overlay District and PS Public and Semipublic, Special Overlay District to DA-5(S)(PD) Downtown Area, Special Overlay, Planned District Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay, Planned Development Overlay District;
- C) Approval of Planned Development and Site Plan Review, PLN2013-00045, subject to the recommended conditions of approval; and
- D) Approval of the Development Agreement

Planner Penaranda presented his staff report via PowerPoint presentation to update the Planning Commission on this three-phase, mixed-use San Leandro Crossings project, which the Commission last addressed during an August 2013 work session.

The property includes rights-of-way (ROW) on portions of West Estudillo Avenue and Martinez Street that would be vacated. The area is zoned DA(S) Special Overlay, Planner Penaranda said, explaining that the Special Overlay codifies and prescribes potential development of and uses for properties with that designation. The area is adjacent to the OSIssoft property to the north; Thornton Street borders it on the south edge, Alvarado Street on the west, and Martinez Street and the BART station on the east. The site's advantages include its proximity to BART and downtown, access to Lit San Leandro and high visibility to BART passengers.

Phase 1, Planner Penaranda said, would include a 131,000-square-foot, six-story office building, the paseo connection between Alvarado Street and BART, the north-south connection with a bike lane and pedestrian walkway on the vacated Martinez Street ROW on the eastern edge, 492 at-grade parking spaces, landscaping and a recreational area for bocce ball and sand volleyball.

The Development Agreement stipulates a minimum six-story, 120,000-square-foot building just north of the paseo for Phase 2, plus the start of a 71,000-square foot, parking structure accommodating 3.0 spaces per 1,000 square feet (versus a 3.6:1000 parking ratio in Phase 1) and completion of any railroad ROW improvements.

Phase 3 calls for a third building with at least five stories and 100,000 square feet, Planner Penaranda said, but the hope is for a six-story structure encompassing 114,000 square feet. Parking structure construction also will continue into Phase 3, with as many as five levels and any extra parking "unbundled" as a reservoir that's available to users outside the development.

In terms of architecture, Planner Penaranda said the first building's north elevation will consist of steel and glass construction, with stone or brick articulation on the other three sides. Rising about 90 feet to the top parapet, with a penthouse for mechanical equipment going up to 102 feet, the building will have a landmark appearance, Planner Penaranda said.

Highlighting key points in the Development Agreement, Planner Penaranda said that it:

- Covers 10 years, with an automatic five-year extension at the completion of Phase 1
- Stipulates project milestones and development requirements
- Provides for onsite public art
- Includes bicycle parking in each phase

The Initial Study and MND were prepared and sent to the California Office of Planning and Research (OPR) for review and further distributed to several other State agencies, Planner Penaranda said. Staff is recommending including as mitigation measures the comments from letters submitted by the East Bay Municipal Utility District (EBMUD), the California Public Utilities Commission (PUC) and the California Department of Transportation (Caltrans). The 30-day review period for the Initial Study and MND ended on February 19, 2014.

Commissioner Rennie noted that Phases 2 and 3 in the Development Agreement refer to residential use as a possibility, which he considers a totally different type of project about which no analysis has been presented. Secretary Liao said that the City's negotiations with the developer covered the idea of mixed use development, including commercial and residential, under the San Leandro's Transit-Oriented District (TOD) Strategy. For that reason, the developer wanted to include that language to have the flexibility in case a residential opportunity presents itself, but the focus has been primarily on commercial development.

Commissioner Rennie recalled that when the traffic study was done, the Davis/Alvarado intersection went down to a level of service "E," but he did not remember whether that study took a residential use into account. Planner Penaranda said he'd defer to James Daisa, Senior Project Manager at Kimley-Horn and Associates, to address that issue.

Referring to the paseo (to be completed in Phase 1) and the railroad ROW work (to be completed in Phase 2), **Commissioner Rennie** asked how people would get from the BART station onto the project site during Phase 1, and what specific railroad ROW improvements are anticipated. Planner Penaranda said the timing and the details must still be worked out with the PUC and the railroad. The railroad improvement would include an at-grade pedestrian crossing.

Commissioner Rennie, having noticed a decorative element in the transaxis coming through the site as it borders on OSIsoft, asked whether OSIsoft would be participating in this development. Planner Penaranda said he would defer that question to Westlake.

Because no impact fee associated with the production of housing appears in the development Agreement, **Commissioner Rennie** asked about what's the City's current policy on inclusionary housing as it relates to nonresidential projects. Secretary Liao said San Leandro has a City-wide inclusionary zoning ordinance, but it applies only to new residential development. He added that the developer can elaborate more, because this project originally was envisioned as an affordable housing site for BRIDGE Housing and the developer worked with BRIDGE early on to develop a master plan. In fact, Westlake has contributed to affordable housing by transferring its entitlements on the BART parking lot site on San Leandro Boulevard for a 200-unit housing development to BRIDGE.

Commissioner Rennie pointed out that developers ask for Development Agreements to ensure vested rights to build their project, but he sees no performance standards in the agreement or anything that accrues to the City's benefit. Secretary Liao enumerated several benefits to the City:

- Vacation of the Martinez Street ROW, providing a public-access pathway for both bicyclists and pedestrians and tying in to the adjacent greenbelt the City has envisioned
- A public art component requiring each phase of the Office/Technology Campus development to commit about 1% of the construction budget to public art
- Provision of bicycle shelters and bicycle parking
- Furthering the TOD Strategy vision, bringing forth high-density commercial density with jobs that also increases transit ridership and revitalizes the downtown core by bringing in more people

In addition, Secretary Liao said this would be a signature development that showcases a prominent and exciting new urban design for the City, including both the structures and public outdoor space integrated into the downtown area.

Commissioner Rennie said he remains uncomfortable about the lack of performance standards.

Commissioner Fitzsimons said he noted that the art-in-lieu fee is 50% of the amount required if it's onsite; he asked about the rationale for the discount if the art is not put onsite. Director Battenberg said the goal of that program is to provide funding to the City to identify downtown locations where art would make a difference and encourage more art placement throughout the downtown area. She said that either onsite or offsite placement of art would be acceptable to the City.

In terms of parking, **Commissioner Fitzsimons** pointed out that the requirements shown for the Office/Technology Campus development are noticeably higher than those called for at the time of the August 2013 work session. He asked the reason for the change, and also comparative data for the Creekside Plaza. Planner Penaranda said the parking now proposed for the Office/Technology Campus is to encourage the development by creating a parking reservoir prescribed by the TOD Strategy and building in assurance that the project will be completed. The parking ratio at Creekside is 3.2 spaces per 1,000 square feet, he said.

Director Battenberg added that the Creekside complex uses all of its spaces, and many of its tenants probably wish they had more parking. She explained that allowing additional parking on the proposed Office/Technology Campus site, which would go higher rather than spreading out to make up a bigger footprint, illustrates the City's understanding of the economics of the development, recognizes the difficulty of leasing space if parking is insufficient and maintains the density of the office development.

Secretary Liao, elaborating on the TOD Strategy envisioning parking structures in and around the downtown core, said the unbundled extra parking at the new development would be de facto public parking. Since the TOD Strategy took effect, he added, the rebuilt Downtown Parking Garage, which opened in November 2012, has been the only public parking facility built.

Commissioner Fitzsimons asked if the 19 BART parking spaces included in the proposed Office/Technology Campus to offset the off-street parking spaces lost on Martinez Street would be free. Planner Penaranda said

that would be possible, since they represent an excess of the 3.6:1000 parking ratio. Secretary Liao added that under terms of the Development Agreement, the developer would have the prerogative of charging for those spaces.

Noting that the Development Agreement requires the developer to provide at least a large sculpture and fountain, **Commissioner Fitzsimons** asked what prompts the requirement for a fountain. Secretary Liao said the intent is to ensure something prominent, physical, separate and distinctive. Commissioner Fitzsimons said perhaps it's a matter of semantics that he read a fountain as a requirement.

Commissioner Fitzsimons pointed out that the size of the project site in the Initial Study and MND shows as 7.6 acres and should be updated.

Commissioner Leichner had questions about how the deal was structured.

- Did the City receive any financial consideration for vacating the 1.8 acres of right-of-way land? Director Battenberg added that in exchange for that vacation, Westlake will be constructing and maintaining the first portion of the City's greenway, a landscaped 20-foot-wide bicycle-pedestrian path that will run from Davis Street through to Parrott Street.
- Is the City requiring Westlake to assemble the parcels? Planner Penaranda said yes; a map will go to the City Council, and Westlake will be the master developer.

Commissioner Leichner questioned the ground-floor retail being optional because the area is a "services desert." Director Battenberg said the City intended to limit the retail in that area to avoid making it an island and instead making it integral to the downtown area. The paseo in Phase 1 and improvements on San Leandro Boulevard and West Estudillo Avenue are all intended to shorten the perceived distance between the BART station and downtown, she said. She added, the new Community Benefit District for the downtown includes the project site. Commissioner Leichner estimated that it's more than half a mile to any kind of retail services from the project site. Ms. Battenberg said it's about three blocks.

Commissioner Hernandez inquired about how the public agency comments made in response to the Initial Study and MND are being addressed. Planner Penaranda said EBMUD and the PUC recommendations would be added to the MND as mitigation measures. As for the Caltrans comments, he said he'd defer to the developer, who has been in discussions with the City's engineering staff.

Commissioner Hernandez asked whether efficiencies such as Smart Parking or energy-consumption offsets would come into play in the Development Agreement. Secretary Liao said some of these alternatives may be considered, an issue the developer can address.

Because the developer wouldn't bear the cost of the land if deciding to put public art in an offsite location, **Commissioner Hernandez** suggested the contribution to the public art fund should be greater than 1 percent of the construction budget, such as 2 percent instead of 0.5 percent.

Commissioner Collier objected strongly to the plan's designation of California Sycamore trees. Although Planner Penaranda pointed out that sycamores provide nice canopies, she stated that sycamores have made her neighborhood look horrible.

Commissioner Hernandez asked how the bike path would connect to other parcels and other areas. Planner Penaranda said the City does not yet have specific plans for the bike path other than taking it from Davis Street to Parrott Street. Director Battenberg said the bike path is envisioned to run south from Oakland through Hayward.

Commissioner Rennie said it was odd for the bike path to dead end into the parking lot just short of Thornton Street. Planner Penaranda said they discussed connecting the bike path to Thornton with the developer, adding that the intent is to land-bank this for the future. Although there's no master plan for the bike path at this point, he said, the path will curl along the railroad ROW. Another reason is the requirement for a vehicle turnaround coming into Thornton, which would have conflicted with taking the bike path into Thornton, he said.

When **Commissioner Rennie** asked whether having the bike path closer to the railroad tracks would require an easement, Principal Engineer Cooke said the East Bay Greenway is an ambitious project that would require acquisition of the entire Union Pacific Railroad Oakland Subdivision. Those following the Alameda County

Transportation Commission's actions will see that development of the East Bay Greenway is in the [County's] Transportation Expenditure Plan. Although the portion to which Commissioner Rennie referred is small, Mr. Cooke said, it would continue along the alignment of the ROW. Alameda County would make the purchase, with funding dependent on the passage of the Measure B sales tax.

Commissioner Hernandez asked whether staff had any thoughts about the kind of public art they'd like to see and whether the public would have an opportunity to provide input. Secretary Liao said the Development Agreement would allow the developer to come up with a process, and the developer could address that topic, including the question of public input.

Sunny Tong, Managing Partner of Westlake Development, approached the microphone at Chair Abero's invitation to begin the applicant presentation. He began by acknowledging and thanking staff for all the hard work over the past six months, as well as OSIssoft CEO and majority owner Patrick Kennedy, whose diligent help was invaluable in finalizing the agreement to bring OSIssoft to Phase 1 of the Office/Technology Campus project.

Russ Nichols, Principal with RMW Architecture & Interiors, who presented a fly-through visual presentation, said that one of the challenges of working through this phased project is to ensure that each phase stands alone successfully. While Phases 2 and 3 await development, those areas will provide good outdoor space, he said. He said that structured parking is always a challenge, both in terms of scale and how it's built. They're trying to find ways to keep it flexible for the parking structure to be built in Phase 1, going up to five levels to support the first phase and potentially the second, and then expand the structure horizontally.

Mr. Nichols stressed that the buildings are simple in form, which facilitates fitting everything onto the site comfortably. The layout inside also creates tenant flexibility. The design approach, which aims to create great interest, also takes advantage of the exposures. The north side allows the entrance of a lot of light into the space, and while the southern elevations are quite glassy, glare can be problematic on the east and west elevations. Because those sides are more opaque, he said they create a great opportunity for a dynamic, innovative and unpredictable look to those façades, which are visible from the BART tracks as well as Alvarado Street. He mentioned use of brick or stone to recall the cannery days and celebrate the site's heritage. In terms of energy efficiency, Mr. Nichols said they're working toward LEED silver and potentially gold.

Considerable attention has been paid to ground-level design, too, Mr. Nichols said, noting the emphasis on activating the outdoor space, providing plenty of areas for seating and gathering as well as some sports activities, and perhaps bringing in a restaurant or brewpub that's visible from Davis Street.

As for the question about expediting the permitting process, he said the intent is to work with the City to develop a way to break the project down into manageable packages, one stage at a time – grading, foundation, systems, etc.

Commissioner Fitzsimons, noting that the floor height of 14 feet, 6 inches would preclude biotech uses, asked if that was intentional. **Mr. Nichols** said the floor height specified would allow a finished ceiling height of 10 feet, which provides the ability for good indirect lighting deep into the site from the perimeter, but biotech operations with deep mechanical systems, filters, etc. were not envisioned. He said those operations require a different building type as well as differences in floor-loading capacity. The primary uses anticipated are R&D activities and offices, as well as desk labs, bench labs and electronic labs but not high-intensity development labs. Mr. Nichols pointed out that the ground floor height is 15 feet, 6 inches, to help with some of the special-use spaces.

Commissioner Fitzsimons asked whether the parking structure design could mirror that being used on the office buildings. **Mr. Nichols** said parking structures are always a challenge, and sometimes putting on a skin to disguise a garage is worse than having a garage appear to be what it is. He said pre-cast parking structures are larger and bulkier in mass, vertical scale and beam structure than the cast-in-place structure this development envisions. He said they are taking a lot of time with the design, which would incorporate pedestrian towers and vertical circulation as architectural elements, but they aren't trying to hide it.

Commissioner Fitzsimons said he did not see anything related to the design being bird-friendly, such as visual barriers on windows and certain light requirements. **Mr. Nichols** said he hasn't yet specifically looked at bird-

friendly guidelines, but most high-performance glazing has a reflective quality, and the overall project design will take into account the glazing material and color.

Commissioner Fitzsimons asked whether the traffic study took into account the comments that Caltrans submitted in response to the Initial Study and MND. Caltrans stated that the I-880 intersection with Davis Street was not included, which seems to be a major exclusion. **Jim Daisa**, with Kimley-Horn Associates said his firm prepared the traffic study. They received the Caltrans letter today and sent a response to Mr. Cooke, who has reviewed it. Mr. Daisa said the TOD Strategy provided an umbrella Environmental Impact Report (EIR) for the entire downtown area, so they looked at this project's relationship to what was assumed in the TOD Strategy EIR. That evaluation revealed that this project would not exceed the trip generation of what the TOD Strategy assumed, so that strategy still covers the traffic generation of this site. However, because driveway access points differ, he said Kimley-Horn also studied a few closer-in intersections near the project to see how the micro-distribution of traffic would change.

As Mr. Daisa explained, their response to Caltrans states that the ramp intersections at I-880, as well as East 14th Street and Davis Street, have been examined under a scenario that had more traffic generated from the site than this project would generate. He confirmed Commissioner Fitzsimons' understanding that the TOD encompassed 720,000 square feet, and the Office/Technology Campus would max out at 500,000 square feet.

Commissioner Fitzsimons asked what the developer's trigger is for development of each of the phases – would they be built on spec or lease-up.? **Mr. Tong** said there's no spec and they're working diligently with Dr. Kennedy on a commitment to take OSIssoft into Phase 1. They have not started marketing the project at all to date, he said, but with a positive outcome from today's meeting, they'll have more confidence to start marketing. He said at this time, he'd say that Phases 2 and 3 are market-driven, but they are prepared to go ahead with Phase 1 with less than 100 percent leasing.

Due to the nature of the site and how significantly different a residential project might be, **Commissioner Rennie** asked for an explanation for having the residential option open in the Development Agreement at this time. He said that if a residential opportunity comes into play to be pursued instead of office development, it would be best to amend the Development Agreement. **Mr. Tong** said he's been working on this project for nearly seven years, and history has proven him wrong more than once. In 2007, early after the adoption of the TOD Strategy, the only thing that was viable was residential; now commercial makes more sense. The residential market has not quite caught up in the East Bay, he said, and it's also driven by the need for more jobs. He said that it is hoped they reach a tipping point where we can encourage more employment in San Leandro, which in turn would increase spending downtown. He said the International Council of Shopping Centers (ICSC) estimates an average daytime population employed in an office buildings spend more than \$100 weekly; multiplying that by the ultimate density means millions of dollars of weekday spending.

Commissioner Rennie said that's why office space is important. While he said he understands that the market changes, it seems premature to include residential in the Development Agreement at this time.

Mr. Tong said there's also a desire for corporate housing to consider. He said Dr. Kennedy has talked about people coming in from around the world to OSIssoft headquarters, visiting, training or collaborating, and the company finds itself constantly renting apartments and filling hotel rooms. Mr. Tong said that's another reason for the flexibility they're seeking in the Development Agreement. Commissioner Rennie said that might be a good idea, but his concern is that he's seen nothing to get an idea how that would work.

Secretary Liao said the proposal as presented is a commercial development. If either Phase 2 or Phase 3 were to focus on residential, the designs shown probably wouldn't reflect that use. Under the Development Agreement, that would be considered a substantial amendment to the Planned Development and therefore could come back for review. **Commissioner Rennie** said it's troublesome contemplating where the threshold shifts from primarily office to primarily residential. A development timetable that may span 15 years makes for a big window in the City's planning efforts, because a lot may change in that time, he said, adding that we aren't keeping control of our planning by agreeing to something that's presented in such a loose fashion.

Commissioner Hernandez asked what earthquake safety measures the project would incorporate. **Mr. Nichols** said that standard building codes are pretty strict in this area. The buildings will be steel-framed, with internal brace frames around the built elements. In addition, Mr. Nichols said, while the design uses brace frames

internally, some of the external members are monoframe, seismically designed connections with no cross braces but a combination of moment frames.

Commissioner Hernandez also inquired about examples of energy efficiencies that are planned into the design. **Mr. Nichols** said the major component is high-performance skin to control the amount of heat that comes into the building. In addition to knowing that the northern elevations are great for bringing in natural light, they plan a series of studies and modeling of the best places for shade and shadow. The southern elevations, while still using a significant amount of glass, may also use some solid spandrel panels.

Mr. Nichols said, too, that glazing technology has progressed dramatically over the past 10 years, so in addition to dual-insulated panels, the glass is manufactured with high-performance films and layers. Although they must address potential noise issues, he added that, fresh air will enter the buildings through natural ventilation through operable windows. They are still looking at how the mechanical systems will develop, but even the commercially available standard systems have become more efficient, **Mr. Nichols** stated. For the rooftops as well as the parking structure, they are exploring the use of photovoltaic (PV) systems.

Mr. Nichols said light-emitting diode (LED) technology is outstanding and is proposed for all the outdoor lighting. It's top-quality lighting, energy efficient and controllable via a management system, with capability for dimming, sensors for automatic operation.

Commissioner Hernandez urged the Office/Technology Campus team to reach out to a consultant such as the one who worked with the Zero Net Energy (ZNE) Center on Catalina Street to help coordinate, model, perform cost-benefit analysis on energy-efficient ideas and develop a solid plan.

Returning to **Mr. Nichols'** earlier reference to the cannery that once occupied the site, **Commissioner Hernandez** asked whether the project could incorporate other reflections on the past. **Mr. Nichols** said they want to recognize and respect San Leandro's long, strong industrial and manufacturing roots while also being sensitive to the City's desire to be attractive to high-tech companies. While they don't want a development that appears "overly techie," they are aiming for an innovative, unique project with a strong design but a warmth of materials. As well as recalling the cannery history, he said, using brick for some of the skin would add such warmth.

Commissioner Hernandez also requested elaboration on the public art process, **Mr. Nichols'** earlier Smart Parking reference and plans for Phases 2 and 3 sites until they are developed. In response, **Mr. Nichols** said:

- Discussions about creative parking solutions are underway, and strategies – ranging from valet systems to stacked parking – are being explored to respond to the fact that parking is both a big need and cost
- The team's intention is to keep the art on the project site, and they're quite excited not only about bringing in individual pieces of art that people will experience on the site but also building art into the architecture
- Some of the future development property may be used for parking – although the expense of the infrastructure for surfacing, drainage, lighting, etc. is an important consideration – and some will be activated with landscaping and outdoor activities; he said they certainly don't want those areas to be a wasteland

Commissioner Leung, noting that this project can help San Leandro fortify its position among tech cities in the East Bay, asked whether the developer is prepared to consider taller buildings. From a design standpoint, **Mr. Nichols** said, the challenge lies in achieving the balance among high density, good outdoor amenity space, parking and economics. He said that in taking those issues into account, six stories would be about as high as what the site can accommodate. On the cost side, he pointed out that going up to seven stories would trigger costly life-safety highrise requirements.

Commissioner Rennie said the site is unusual in its length, and the length of the proposed parking garage creates a substantial architectural element, particularly as it faces the BART station. Although a skin that attempts to disguise the structure may be inappropriate, he said it needs something. He suggested the long horizontal element lends itself to a more dramatic landscape statement than what the plans show; it offers an opportunity to mark this property as a place. He said he didn't count the trees along the walkway, but because

the walkway has so much potential to benefit both the property and the City, how that planting occurs and the type of trees planted could help establish that sense of place as well as possibly draw attention from the parking garage. He suggested possibly flowering cherry trees could really unify the site, add color and interest, and make the walkway a real asset. He noted, too, that, a dramatic statement may well be the first impression the site leaves with many people, particularly those on the BART platform and in passing trains.

Mr. Tong said they'd go back and discuss this with the landscape architect, who could not make the meeting tonight. **Mr. Nichols** said he agrees completely with Commissioner Rennie, and said that the trees are intended to provide a full canopy, which would not only be highly visible from the BART perspective but also screen most of the surface parking.

Referring to Mr. Cooke's comment that trip generation for the project is within the magnitude of development foreseen by TOD Strategy, **Commissioner Rennie** asked whether that same traffic analysis would also address any possible residential development as opposed to a strictly commercial site. Mr. Cooke replied that high-density residential would result in lower trip-generation estimates because it would be transit-oriented, but the idea of corporate housing adds a layer of complication because people using that housing probably wouldn't be driving at all. A project including thousands of housing units would create considerable traffic, he added, but in this case we wouldn't be talking about anything nearly that extensive. In response to a further question, Mr. Cooke said that weekday morning and afternoon traffic for housing and office are approximately the same, but on weekends the office traffic would fall off drastically whereas residential traffic would increase.

Chair Abero invited public comments.

Deborah Cox, Bridge Road, said Westlake and OSOsoft are great community partners, and as president of the San Leandro Education Foundation (SLED), which formed in 2008, she applauded both of them for stepping up to the plate and making significant commitments to San Leandro. She said both Westlake and OSOsoft see beyond the Office/Technology Campus project; they believe in the community and the schools. She said that bringing in new businesses and people can only help strengthen the entire community as well as jobs for students when they graduate.

Mike Pretto, Bridge Road, a supporter of the project, said he's watched OSOsoft grow from a company of one to approximately 1,000 employees, all under the guidance of Dr. Kennedy. He said it's a remarkable story, a remarkable achievement. And OSOsoft is headquartered here, he said. This is where the development happens and this is where the exploding demand can be met. He said the Office/Technology Campus is important because it's the vehicle for that expansion. Having this project at this scale is not only entirely appropriate, Mr. Pretto concluded, but mandatory to expand the City's reach.

Motion to close public hearing

Collier/Hernandez: 7 Aye, 0 No

Commissioner Hernandez asked for information about signage in the project. Planner Penaranda said at this time, signage is shown only conceptually, but if the Phase 1 building were to bear OSOsoft's name, where it appears in the plans is where it would be located.

Commissioner Hernandez also asked for staff's thoughts about including corporate housing. Secretary Liao said the TOD Strategy is broad in terms of mixed use, combining residential, commercial and some retail. He said, too, that with the next General Plan's Housing Element update about to get underway, its content in regard to corporate housing may well be expanded.

Commissioner Rennie said he doesn't oppose the idea of onsite corporate housing, but he'd want to see a detailed proposal before recommending adoption of a Development Agreement that gives 15-year rights for the developer to do some kind of housing at some point. He said he understands from the developer's perspective that it's impossible to predict the market and any residential development would have to make economic sense, but if the developer wants to come back with a housing proposal at some point he said the City should retain the right to reopen the deal. Particularly if a proposal for residential development comes in later rather than sooner, Commissioner Rennie stated, it's possible that City policy would change and other events occur in the interim that would have a bearing.

Chair Abero, recalling when the Planning Commission reviewed Westlake's original proposal for the site, said she has related concerns. In the original project, low- to medium-income condominiums in The Crossings were envisioned as a component, with other, higher-income units nearby. She said she does not favor standalone low-income housing developments, but this proposal had some appeal. She does not like that we're now looking at a Crossings project that segregates the low- and medium-income residences in a standalone development. Including a blank check in the Development Agreement to move back into residential would be a mistake, she suggested, because no one knows what the nature of that residential development would be.

Commissioner Fitzsimons said he believes the site is ideal for office and not residential, because putting residential so close to a BART station would not work. No one would want to live there. He said he just attended an event in San Jose where a representative of Colliers International, a leading commercial real estate provider for office, industrial, retail, R&D and investment properties, said the annual salary for a computer programmer in Silicon Valley starts at an astounding \$168,000. Not everyone who works in the Office/Technology Campus complex will be making that much, he acknowledged, but jobs at that level generate other jobs that pay \$45,000, \$80,000 and \$100,000 jobs, plus minimum-wage jobs in the neighborhood. Commissioner Fitzsimons said he's seen estimates that 65 percent of all tech company development in the next five years will be built on the premise of 100 employees per square foot, almost unprecedented density. Extrapolating from that figure means this site may have 5,000 employees, which would provide quite a benefit to San Leandro, he said, and he favors it.

Commissioner Fitzsimons says he likes everything about the proposed Office/Technology Campus design except for the garage. From a distance, he said it's reminiscent of the punch cards that were common in the computer industry until the mid-1980s.

Commissioner Fitzsimons said the row of parking immediately in front of the Phase 2 building on the BART side should be eliminated in favor of public open space or a plaza for employees. Doing away with these parking spaces would have minimal impact on the completed project's parking ratio, he stated, but judging from the flyover that Mr. Nichols showed, it would add substantially to the visual appeal from the BART station and the bike path. Importantly, Commissioner Fitzsimons added, it would be a tremendous benefit for the people working there, who would want a real campus-like environment rather than a suburban business park complex. When Planner Penaranda said he thought the Fire Department was expecting to have that area for emergency access, Commissioner Fitzsimons said it could be covered with impervious pavers instead of grass so it would still be readily accessible in an emergency.

Commissioner Fitzsimons had several additional comments:

- MND: Should be changed to read 7.3 acres.
- Transportation Demand Management (TDM) in the conditions of approval: Requires the developer to work with the City and project occupants to reduce car trips by doing at least "one or more of several measures listed. That sets an exceptionally low bar; it should require at least "two or more of the measures..
- Development Agreement: Revise the language so as to allow but not require a fountain.
- Parking Structure: Improve architectural treatment, particularly from the perspective of the view corridors – the east elevation from BART and the south elevation, especially the upper levels.

Commissioner Rennie noted that if the developer goes the route of incorporating residential development, it should focus on low- and moderate-income housing. He said he doesn't have a handle on where the City stands on post-Redevelopment Agency inclusionary housing and how it could be funded. With this particular project, he said he's comfortable with strictly commercial development for this project, but if it were a different project, he'd object. He said he would be unsure about the amount of vacation we're giving up and with as much latitude as the developer is getting; he would like to see more performance parameters in the Development Agreement so we don't have to wait for years to see a project come around and be unable to do anything about it.

Mr. Pio Roda confirmed Commissioner Rennie's understanding that an approved Development Agreement runs with the land, so if the developer sells the project for some reason, the buyer would be able to pick up the

entitlements. Director Battenberg concurred, adding that Development Agreement Article 7 gives the developer the right to sell, assign or transfer the agreement.

Chair Abero said she considers the project very well-done, much better than the original residential proposal for that site, and something that would bring something of value to the community. She likes the way it looks and stressed that she'd like the developer to proceed with the project as is. However, she said she had some other concerns:

- More landscaping elements should be drought-tolerant
- Understanding that the Phase 3 area will provide open space that gives the project a campus feel until it is developed, it's important to know what the developer would do to replace the open area at that time to retain that friendly feeling

Commissioner Hernandez, said he looks forward to its development.

Inasmuch as the Planning Commission is being asked to make recommendations on several entitlements, **Commissioner Rennie** suggested voting on each of them individually.

Motion to vote separately on each entitlement

Rennie/Fitzsimons: 7 Aye, 0 No

Motion to forward recommendation for approval of the Development Agreement to the City Council with the following amendments:

- A) Remove the residential option from Phase 2 and Phase 3***
- B) Strike the fountain as a required freestanding art object***
- C) Remove a row of 21 parking spaces from the Phase 2 plan in favor of active space, subject to Fire Marshal approval***
- D) If locating public art offsite, increase the developer contribution to at least 2 percent of the construction budget (from 0.5 percent)***
- E) Correct the Impact Fee exhibit designation to Exhibit E (in Article 2)***

Rennie/Collier: 7 Aye, 0 No

Motion to forward recommendation for approval of the Mitigated Negative Declaration to the City Council, amended to:

- A) Reflect Planning Commissioner comments***
- B) Show the project with 7.3 acres***

Fitzsimons/Collier: 7 Aye, 0 No

Motion to forward recommendation to the City Council to approve rezoning the subject site from DA-5(S) Downtown Area, Special Overlay District and PS Public and Semipublic, Special Overlay District to DA-5(S)(PD) Downtown Area, Special Overlay,

***Planned District Overlay District and PS(S)(PD) Public and Semipublic,
Special Overlay, Planned Development Overlay District***

Fitzsimons/Collier: 7 Aye, 0 No

***Motion to forward recommendation to the City Council to approve
the Planned Development and Site Plan Review, subject to the recommended Conditions of
Approval, as amended to:***

***A) Make Condition VI-H consistent with Development Agreement
Section 2.6.3-A, requiring Development Fee for Street Improvements (DFSI)
fee due and payable upon certificate of occupancy
rather than prior to issuance of building permit***

***B) Change Condition III-F to increase the required number of
Transportation Demand Management (TMD) items to
two or more of those listed,***

***And to direct staff to work with the developer to produce a landscaping plan and
plantings(Condition III-C) that create a striking sense of place
and strong identity for the elements of the site that face the BART station***

Fitzsimons/Collier: 7 Aye, 0 No

Item 8A: Miscellaneous

General Plan Conformance Finding concerning the disposition of City-owned rights-of-way contiguous to 1333 Martinez Street; Westlake Development Partners, LLC (applicant). (Penaranda)

Planner Penaranda said the proposed disposition, which is in accordance with the Downtown Plan, would contribute to creating a pedestrian-friendly environment and revitalize the BART station area.

***Motion to find disposition of the specified rights-of-way in conformance
with the San Leandro General Plan and to forward recommendation
to the City Council to approve the disposition thereof***

Collier/Fitzsimons: 7 Aye, 0 No

END OF EXCERPTS

**EXCERPTS FROM THE
SAN LEANDRO PLANNING COMMISSION
WORK SESSION**

Sisters Cities Gallery Room, First Floor
835 East 14th Street
San Leandro, California 94577

7:00 p.m. Work Session

August 15, 2013

Item 1: Roll Call

Present: Planning Commissioners Esther Collier (District 6); Tom Fitzsimons (District 5); Kevin Leichner (District 1); Kai Leung (District 4); Scott Rennie (At Large); Vice Chair Ed Hernandez (District 2); Chair Denise Abero (District 3).

Absent:

Staff: Tom Liao, Secretary to the Planning Commission and Planning & Housing Manager; Elmer Penaranda, Senior Planner; Jennifer Faught, Assistant City Attorney.

Item 6A: Work Session

PRE2013-00001; Work Session on a proposed Planned Development to construct a Downtown Technology Campus to be located west of the BART station at 1333 Martinez Street. The applicant is seeking approval of a multi-phased project of up to 400,000 square feet in three or more six-story buildings, including off-street parking and landscaping. Assessor's Parcel Numbers 75-41-2-1, 75-47-2, 75-47-3-2 and 75-47-7; Applicant: Sunny Tong, Westlake Development Partners, LLC; Property Owner: Chang Income Project Partnership LP. (Penaranda)

Planner Penaranda said the plan for the project, which encompasses about 300,000 square feet on a 6.9-acre site west of the downtown BART station, is at a conceptual stage. In describing the property, Planner Penaranda also showed PowerPoint slides indicating the Downtown TOD area as well as the notification radius for this meeting and a neighborhood outreach meeting held at the San Leandro Library on July 23, 2013. He said 25 people attended the outreach meeting.

Planner Penaranda also pointed out the nearby OSIssoft headquarters north of the site, the proximity to Interstate 880 and the likely locations of the major part of the proposed development as well as a parking structure. He explained that three phases are envisioned for the project for the Planned Development:

- Phase 1 would incorporate a building of at least six stories and 120,000 square feet at the northern edge of the site, plus improvements including a connection to the paseo for an east-west connection from Alvarado Street to the BART station, with landscaping and a parallel (north-south) bike lane on Martinez Street toward Davis Street.
- Phase 2 would build another structure of at least 120,000 square feet and six stories south of the Phase 1 building.
- Phase 3 would incorporate a building of at least five stories and 100,000 square feet, located between the Phase 1 and Phase 2 buildings.

Planner Penaranda said the idea is to reduce parking requirements incrementally as the project moves forward, so Phases 1, 2 and 3 would include 3, 2.5 and 2 parking spaces per 1,000 square feet of office area, respectively.

Commissioner Rennie, drawing attention to the bike lane from Davis Street from the Martinez Street right-of-way (ROW), asked about the property status of the portion going past OSIsoft, because it seems to be a critical part of the bike lane. **Commissioner Fitzsimons** said it appeared that the City would abandon the ROW on Martinez. **Planner Penaranda** said he'd make note of the question for the City's traffic engineer.

Commissioner Rennie also requested elaboration on the TOD Strategy parking policies. Planner Penaranda said the maximum cited in the TOD plan was 2 spaces per 1,000 square feet, but it went into the Zoning Code as a minimum. Planning & Housing Manager Liao said the TOD plan also anticipated a potential transition or phasing period to a lower requirement with implementation of shared parking and traffic demand management (TDM) measures.

In reply to a further question from **Commissioner Rennie**, Planner Penaranda said all of the Phase 1 parking would be at-grade and the parking structure, included in Phase 2, would be a raised deck over at-grade parking. In response to Commissioner Rennie's remarks about the visibility of the parking area from the BART tracks, Planner Penaranda said he expected architectural treatment around the courtyard structure.

In response to **Commissioner Fitzsimons**, Planner Penaranda clarified that the parking ratios planned are 3 spaces per 1,000 square feet for the Phase 1 building, 2.5 for Phase 2 and 2 for Phase 3.

Commissioner Fitzsimons asked for elaboration about the bike path destinations in connection with this project and other developments in the area. Planning & Housing Manager Liao said Principal Engineer Keith Cooke would be prepared to provide clarity about how this project dovetails with the Master Bicycle & Pedestrian Plan before the item comes back to the Planning Commission.

Commissioner Rennie asked whether the paseo would be a public amenity or on private property. Planner Penaranda said it's private property.

Vice Chair Hernandez asked about the process involved in abandonment of the street for Westlake Development Partners ("Westlake"). **Ms. Faught** said there's a procedure in the Streets & Highways Code whereby the City may sell the property if it owns it in fee, but if it just has easements there it can abandon the property and reserve the utility easements if necessary. Planning & Housing Manager Liao said Mr. Cooke has been involved with this project from the start, so this procedure would be covered in the development agreement (DA) and included with information available when the item comes back to the Planning Commission.

Commissioner Rennie said a question to explore will be whether the public ROW would still be needed for pedestrian and bicycle access. Ms. Faught said the public ROW certainly could be reserved for such purposes.

Chair Abero invited applicant representatives to introduce themselves. **Gaye Quinn**, a consultant to Westlake on this project, said the team is excited to be getting to the starting gate with the project. She emphasized that the drawings presented are very preliminary. She also introduced Westlake Development Partners' Managing Director Sunny Tong, RMW Architects' President Russ Nichols, and Kimley-Horn and Associates Senior Transportation Project Manager Jim Daisa. Kimley-Horn, which is working with Westlake on this project, also provided transportation engineering services to the City on the TOD Strategy.

Ms. Quinn explained that when Westlake first brought this project to the Planning Commission and City Council in 2007, before the economic collapse and the end of redevelopment funding, it differed considerably from the current proposal. It included 700 housing units total, of which 500 would have been on the site being discussed tonight. Of the 500, 100 would have been affordable housing units built by BRIDGE Housing, one of Westlake's development partners at the time, while three phases now proposed would have had two 400,000-square-foot buildings.

Two primary factors drove Westlake in the direction of the Downtown Technology Campus idea, Ms. Quinn said. One was OSIsoft's need for more space, and two, OSIsoft founder and CEO Patrick Kennedy spearheaded the Lit San Leandro initiative. She described Lit San Leandro as a game-changer in terms of how San Leandro is presenting itself as a potential tech employment center. Westlake is currently negotiating with Mr. Kennedy as a potential development partner and likely lessee for the Phase 1 building, Ms. Quinn said, and depending on the outcome of those negotiations, she said groundbreaking could occur as early as spring of 2014.

She indicated that brokers have been upbeat about the potential for Class A office buildings to draw employers to San Leandro, and the Westlake team anticipates the creation of 1,600 new jobs, which would be a tremendous

benefit to the City. Adding to that total the 2,500 Kaiser employees who will be in San Leandro soon creates “a whole new narrative” for the City, she said. Specifically, she said this project would leverage the value of the Lit San Leandro cyberlink by bringing in companies that require top-level broadband access. It would bring new customers to purchase goods and services in the downtown area, generate significant new revenue for the City, and put property that has been vacant for at least 20 years to productive, high-visibility use.

She noted that the project would increase BART ridership, one of the TOD Strategy objectives, as well as create additional demand for more housing and provide energy efficiencies with buildings designed to a minimum LEED silver rating. She said that Westlake envisions a project that not only brings a lot of activity to the area, but provides ample open spaces for those who work there to enjoy.

Ms. Quinn pointed out that the Phase 1 building would be as close as possible to the current OSISO headquarters for a closer link and to keep the southern portion of the property as open for as long as possible to give the market time to mature and pave the way for higher density future development. She explained that Westlake considers the 3 parking spaces per 1,000 square feet for Phase 1 a way of land-banking to help keep options open and would engineer the parking structure in Phase 2 flexibly enough to allow more than one deck above the ground-level parking.

Ms. Quinn expressed concerns about interpretation of the TOD Strategy based on how the environment has changed since the strategy was adopted. She explained that tech companies tend to have greater employment densities than other employers and therefore it’s appropriate to take a fresh look at parking requirements. Additionally, the phased-in approach to make the project viable in an untested market suggests the need to revisit the idea of imposing a maximum ratio on parking spaces. This would be a first in San Leandro’s history; in the past the City has always required a minimum. She said that Westlake is concerned about placing hurdles in the way of the market being able to bring dynamic tech companies the project hopes to attract to the City. Although the project would be privately funded, Ms. Quinn said policy issues such as the minimum-versus-maximum parking requirements need to be addressed.

Further to the issue of workplace densities for tech companies, Ms. Quinn later distributed a handout indicating that the amount of space per office worker has decreased from 225 square feet in 2010 to 150 square feet or less, according to a recent CoreNet Global survey.

Having worked on this site for seven years, **Sunny Tong** said he’s grateful and excited to be at this meeting with a viable and doable proposal. He said Westlake and Dr. Kennedy are making progress in their discussions, and have already signed some legal documents although the process is incomplete. He said they’re looking forward to a joint DA, and hopes that when they come back with a more formal presentation, there will be clarity on bike path connections and other details.

For the paseo, Mr. Tong said what they’re proposing has evolved over a long time, stemming from a need to provide a safe path of travel to and from the BART fare gates. As for the question about whether it’s on private or public land, he said there would at least be an easement across the portion of the property that includes the paseo, or it might be on a public ROW.

He said that after considerable research, it was determined that the City owns only the ROW, but not the fee simple underneath it. He noted that the western half of the ROW would go to Westlake as the adjacent property owner, and the eastern half would go to multiple owners, including Union Pacific (UP) and possibly BART and PG&E. At this stage, he said that Westlake is looking at taking only the western portion, giving them a wider parcel to work with and simultaneously improving Martinez Street.

Chair Abero invited questions from the Commission.

Commissioner Leung asked whether the project would be subject to an Environmental Impact Report. Planner Penaranda said the EIR issue would be addressed once the City receives a formal application for the project. Mr. Tong said the housing and commercial components have been removed from this project since it was initially proposed, so the project would fit within the same envelope except for traffic impact portion. That’s why Westlake hired Kimley-Horn and Associates again, he said.

Commissioner Lechner asked whether Westlake is asking that no cap be imposed on the number of parking spaces. Ms. Quinn said their preference is for 3 parking spaces per 1,000 square foot of office space.

Commissioner Rennie, noting that the paseo is a critical safety component because the only other east-west passageways for bicyclists and pedestrians would be on Davis Street or Williams Street, asked whether the paseo would cross the UP tracks at grade. Mr. Tong said the idea would be to relocate the existing at-grade crossing.

In response to **Commissioner Fitzsimons**, Planner Penaranda said the BART tracks are elevated 35 to 40 feet, and a six-story building would rise about 100 feet – about the same height as the Creekside Plaza – and the OSISOFT current headquarters building is three stories high.

Anticipating the demand for parking in the neighborhood would be greater than the proposal and BART combined could accommodate, **Commissioner Fitzsimons** asked about BART's plans for the parking area between the station and the Westlake Partners property, and whether the Westlake proposal would mesh with BART's plans for parking at the downtown station, even if BART's plans don't materialize for 15 years. Commissioner Fitzsimons said it might work if BART were to erect a structure the size of the MacArthur Boulevard BART station, approximately 45 to 60 feet high. Mr. Tong said his group has been working with BART for several years and would continue to do so. Planning & Housing Manager Liao added that Westlake assigned BRIDGE Housing the planning entitlements for the Cornerstone market rate housing project [at the current BART parking lot site], which would include about 75 percent replacement BART parking. In addition, he said that the San Leandro Boulevard improvements will add approximately 60 spaces of on-street parking.

In regard to traffic flow, **Commissioner Fitzsimons** pointed out that if an additional 4,000 people come to this site every day, the primary vehicular access by Phase 3 would be via Parrott Street off San Leandro Boulevard, and the surface parking currently off Alvarado Boulevard would go away. With San Leandro Boulevard traffic capacity reduced by making it two lanes in each direction, he said the planned traffic signal at the Parrott/San Leandro Boulevard intersection makes sense. It was explained that most traffic would come down Davis Street to the Downtown Technology Campus from Interstate 880, and that there's another entrance to the parking area from Alvarado Street near the paseo, which would mean less congestion at the Parrott Street access point.

Commissioner Fitzsimons also inquired about the maximum building size. Planner Penaranda said the DA-5 Zoning District has neither floor-area-ratio (FAR) nor height-limit restrictions. Because San Leandro has so few areas that could accommodate tall buildings and the view at the subject site is already affected by the elevated BART tracks, Commissioner Fitzsimons encouraged Westlake to think about structures higher than the six-story minimums being discussed and addressing the question of going up to eight or 10 stories when they come back to the Planning Commission. He suggested that if leasing demand looked strong after Phase 1, it might make sense to have Phase 2 and Phase 3 buildings taller than the first, and the development agreement would be the place to set some parameters or a [density] range. Mr. Tong added that the motivating factor for the project size will be economic. Planning & Housing Manager Liao pointed out that total cumulative office space projected in the TOD Strategy EIR was 720,000 square feet.

Commissioner Leung asked whether office space in the proposed development would be leased only to tech companies. Mr. Tong said tech companies are the target market, and the project is part of a larger effort to make San Leandro a viable option for tech companies, with downtown amenities, transit access and high-speed broadband connections. He said Westlake would lease to any company that made sense and is compatible with the planned use of the site.

Commissioner Rennie said he liked the idea of a public-access paseo, and the idea of engaging the current OSISOFT property as well. He said that if this project really takes off, it would be important for the City to know that parking would be sufficient to support vehicles connected with the building use as well heavier BART ridership. He agreed with Commissioner Fitzsimons that such issues should be addressed in the development agreement.

Vice Chair Hernandez asked for elaboration about the rationale for having no FAR and building height restrictions in the Downtown Area (DA) zoning districts. Planner Penaranda said the purpose was to take advantage of the close proximity to BART and also leverage the public transit accessibility that's adjacent to the station. **Commissioner Collier** added that no views would be affected by greater height and density in that area. Planner Penaranda agreed, pointing out the elevated BART tracks on one side, the at-surface railroad tracks and the neighboring industrial uses. In terms of the parking ratio, Planner Penaranda said the plan is to build above-ground rather than create any subterranean parking. Mr. Tong pointed out that Westlake would lay a substantial foundation to accommodate layering additional decks for more parking if needed.

In response to **Chair Abero's** observation that the original plan for this area included a parking structure, Planning & Housing Manager Liao noted that at the time, BRIDGE Housing was anticipating State grant money that might have offset some of the costs involved. Ms. Quinn added that Westlake's no longer partnered with BRIDGE, and all the obligations for replacement parking went to BRIDGE.

Responding to Commissioner Fitzsimons' comments about the 60 parking places included in Phase 1, Planning & Housing Manager Liao noted that Martinez Street currently provides parking for approximately 90 vehicles, and the Phase 1 parking provisions are planned to help offset the loss of those spaces.

Commissioner Hernandez asked for more information about the trend toward higher-density office use among tech companies. Ms. Quinn distributed a CoreNet Global survey handout describing the phenomenon, noting that the trend is driving changes in office design, with fewer cubicles and walled offices and more open-space areas for group collaboration. She said the speed with which the space per worker is shrinking is part of what makes it so important to have the conversation about parking minimums and maximums in this project in order to respect market realities of today and tomorrow.

Kimley-Horn and Associates Senior Project Manager **Jim Daisa** said that if designing the project with 3 parking spaces per 1,000 square feet of office space proves to be more parking than needed, the additional space could be converted to retail uses that are exempt from parking requirements. He anticipates a need for a reservoir of parking. When the TOD Strategy was developed, he explained, Kimley-Horn was given the figure of 2 parking spaces per 1,000 square feet to study. He's not sure where the figure originated because at the time parking fluctuated in the neighborhood of 2.5 to 2.75 spaces per 1,000 square feet in the most dense urban TODs. Kimley-Horn studied six land-use scenarios, he said, including high- and low-density variations on three themes, one emphasizing intense retail activity, another focusing on residential development, another combining mixed-use residential and office space. A variation on the latter, he said, carried through into the EIR. Different demand factors for parking were assigned in the BART vicinity than in the downtown center, he explained, but even reducing parking volume by 35 to 40 percent, Kimley-Horn was unable to achieve a ratio lower than 2.86 parking spaces per 1,000 square feet.

At that time, Mr. Daisa continued, concern over the variation was minimal because the downtown snapshot of the future pictured a high-energy area with more activity, more downtown housing and jobs, bus rapid-transit (BRT) service in addition to BART, and other developments that might have led to a need for less parking. Furthermore, he said an additional structure with 600 parking spaces, funded through an assessment district, was among the proposals to help offset the deficits in parking availability.

Mr. Daisa said he doesn't have an issue with the San Leandro TOD eventually reaching the goal of 2 parking spaces per 1,000 square feet by taking a shared-parking strategic approach and adopting a transportation demand management system, but he's concerned about imposing that maximum over such a short timeframe for this project.

For purposes of context, **Commissioner Fitzsimons** said it would be helpful for him to know the parking ratio at the Creekside complex, plus a staff assessment about how that parking ratio is working out in practice, as this discussion goes forward.

Chair Abero said the fact that the proposed buildings are so close to BART should encourage people to get out of their vehicles, and the reduced parking requirements are part of the overall TOD Strategy. **Commissioner Collier** recalled the parking issue is what led her to vote no when the Planning Commission voted on the strategy in 2007.

Mr. Daisa said the lower parking ratio and paid parking can work as disincentives to driving, but the other services that should be in place downtown to complement those initiatives are not there yet. He cited implementation of transportation demand management services such as guaranteed employer-paid transportation home for emergencies as an example.

Commissioner Hernandez asked where the 600 parking spaces Mr. Daisa mentioned were to be located. Mr. Daisa said he thought it would be just south of the subject parcel, part of which would have been BART replacement parking.

In response to Ms. Quinn, **Mr. Daisa** explained the assumptions about ridership and transportation used in the parking study. He took discounts for BART traffic and BART and BRT parking and used Institute of

Transportation Engineer suburban parking demand rates, which closely match San Leandro's current land uses. He adjusted those rates because they overestimated parking demand and took into account transit and mixed-use factors from both the downtown and BART areas. For offices in the BART area, he said, they ended up discounting the suburban rates 27 percent, although the mixed-used factor comes into play in the downtown area only, and reduced parking requirements from 3.44 parked vehicles per 1,000 square feet at the peak of the day to 2.86. Although it was a considerable drop, he said it was based on the assumption of a shared-parking environment. He said Kimley-Horn's recommendation was to phase in the lower parking ratio gradually as development levels increased.

Commissioner Fitzsimons said the development agreement could be written with various gates and milestones to be reached that could trigger different parking ratios for Phases 2 and 3.

Mr. Daisa noted that they're seeing evidence of changing office densities in every project they're involved with while still using prior baseline data [used to develop existing TOD parking ratios]. **Mr. Tong** added that tighter than necessary parking limits would be a disincentive for companies that would consider leasing in the project.

Commissioner Fitzsimons said we're all aware of those situations, and the key is to find a way to make it work for everyone involved. The development agreement can be designed with the flexibility to do just that.

In terms of architecture, **Commissioner Fitzsimons** said he doesn't necessarily favor a modern style, but he wants the architecture to be interesting and not concrete prefab.

Commissioner Hernandez said he understands there are discussions about adding an office structure on top of the parking garage, which would reduce the parking ratio there. Planning & Housing Manager Liao said that at this point there's no formal proposal. Commissioner Hernandez also asked whether solar power would be considered for the proposed Westlake development, and suggested art bike racks. He credited the team for their commitment, dedication and thoughtfulness about this project.

Commissioner Leung asked whether Westlake would be accountable to the City in terms of its marketing activities. According to Mr. Tong, Westlake will be marketing widely and working in conjunction with Debbie Acosta, the City's Chief Innovation Officer, to ensure assembling the best team possible and getting a cohesive marketing message out.

While he emphasized that he doesn't want to "throw the TOD concept out the window," **Commissioner Leichner** said he agreed with Mr. Daisa's comments. He said that he'd be able to accept more parking on the site than what was described if it was set at a price-point that serves as a disincentive to its use.

Mr. Tong said Westlake could explore traffic management strategies like shared cars (e.g., ZipCar or City CarShare) or employer paid public transit subsidies. Mr. Daisa pointed out that even if the TOD Strategy works perfectly as designed, the parking ratio as proposed would come up short, in part because retail uses would be exempted from the requirement. Accordingly, Mr. Daisa added that any excess parking would be part of a pool for either paid or reserved parking or unbundling, but don't build less in the expectation of getting more BART.

Commissioner Rennie said he agreed with Commissioner Leichner about starting off with a more generous parking ratio and ratcheting it down over time would enable this project to serve as a catalyst to get TOD development underway, and with Commissioner Fitzsimons about the importance of this project making an architectural statement. Commissioner Rennie also said that wherever the parking is ultimately located, this proposal represents an interesting opportunity to create parking that isn't located directly on San Leandro Boulevard, which could then be activated with housing and retail.

Chair Abero thanked the applicant team for the presentation, and invited public comments.

Angus Ahanotu, 1588 Magnolia Lane, indicated parking would be an issue but supported a need to discourage driving. Overall, he commended everyone for helping to uplift the City.

With no other speakers coming forward, **Chair Abero** said that both she and Commissioner Collier looked at the 2007 proposal. Chair Abero said that she had strong concerns about housing so close to the BART station, with all the associated train noise. She described the current proposal as a wonderful concept to move in the tech direction, and as someone who works in a tech environment and frequently telecommutes, she said when she goes to the

office, she plugs her laptop in and goes to work. The proposal described is exactly what she would look for in a tech environment, she said.

Commissioner Collier said she's happy to see this kind of project coming forward because she had so many reservations about the housing previously proposed. Like Chair Abero, she said she couldn't understand how residents there could sleep at night, even with triple-pane windows. Commissioner Collier said office use is compatible, and hopes some retail and service businesses also will be part of the proximate mix.

Commissioner Fitzsimons asked whether the name "San Leandro Crossings" is still being used. Mr. Tong said no.

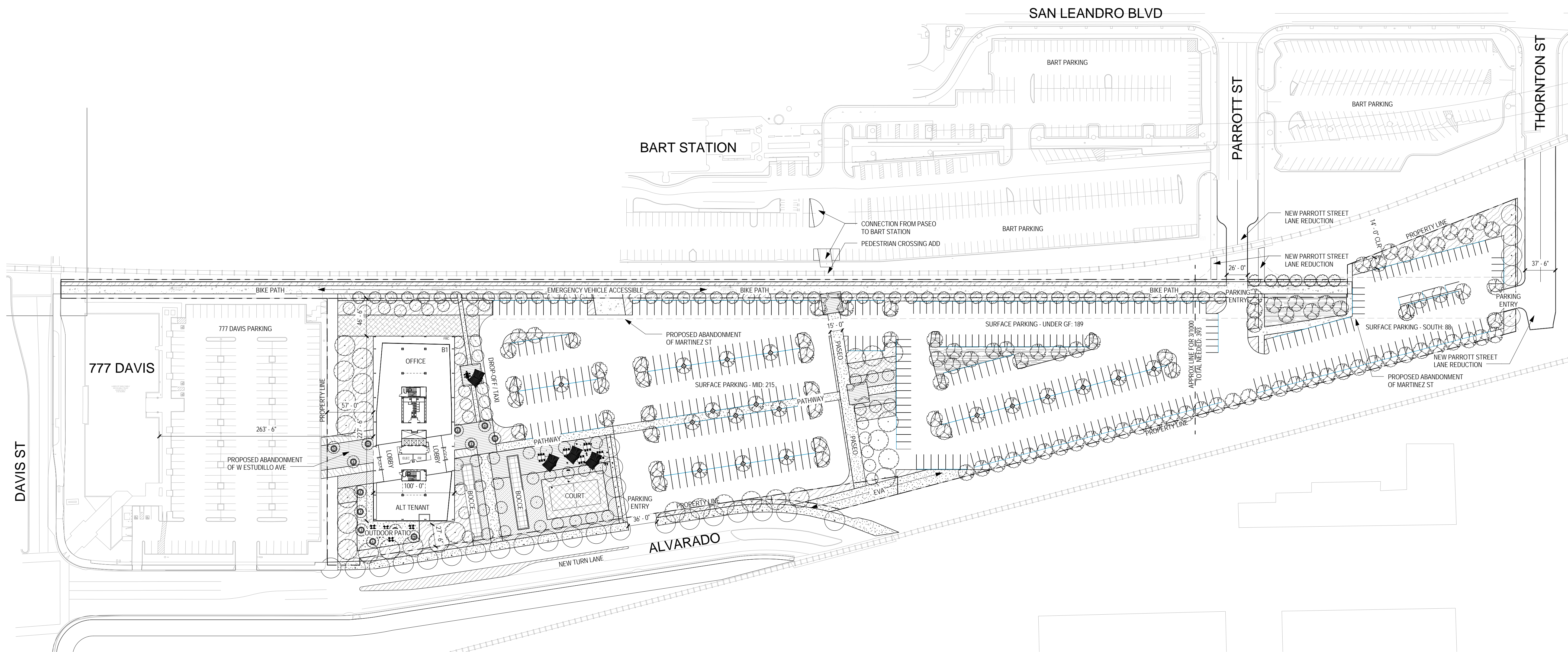
END OF EXCERPTS

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ALVARADO STREET
SAN LEANDRO, CA

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approved for the architect by: Approver

ISSUE: PD SUBMISSION 12.10.2013

REVISIONS:

#	Description:	Date:

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project number: 11213.00

PLN2013-00045
EXHIBIT B
FEBRUARY 20, 2014

SITE PLAN - PH1

sheet no.:

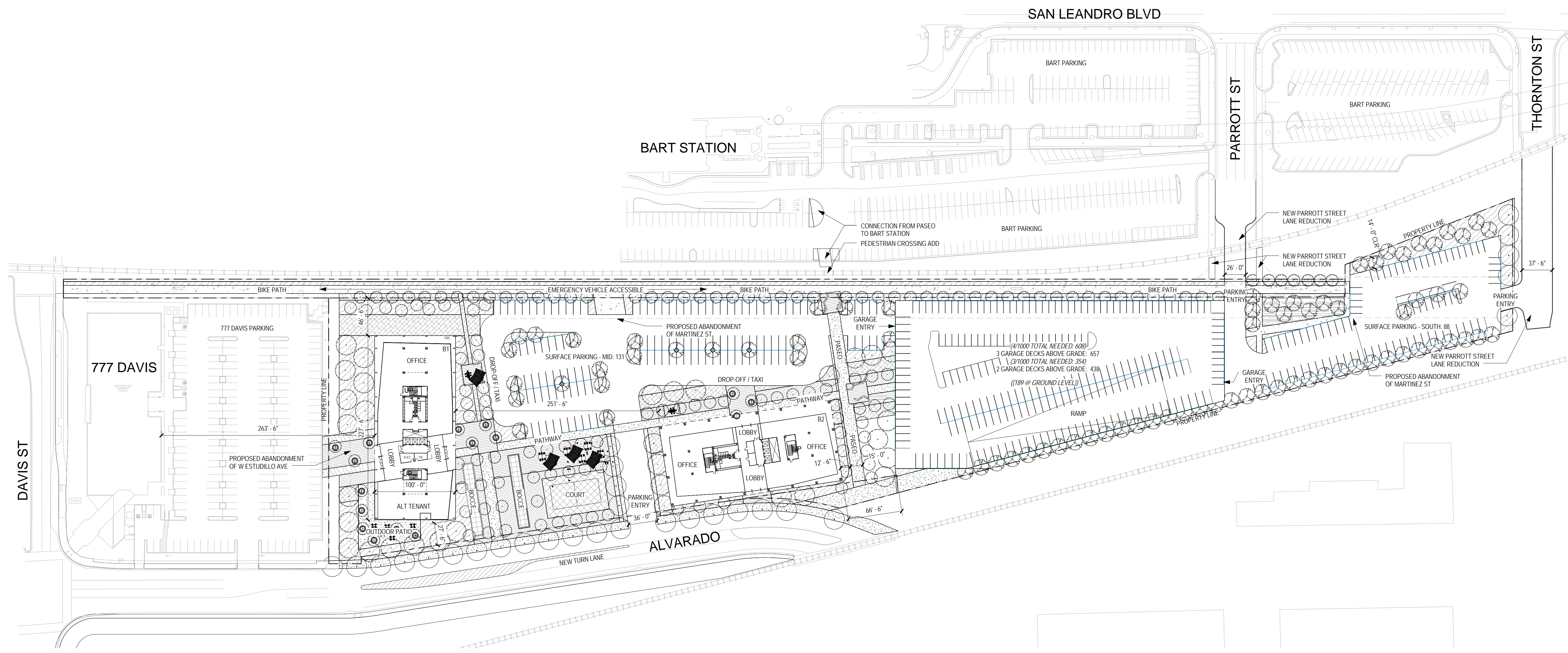
A1.1

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PLN2013-00045
EXHIBIT C
FEBRUARY 20, 2014

SITE PLAN - PH2

sheet no.:

A1.2

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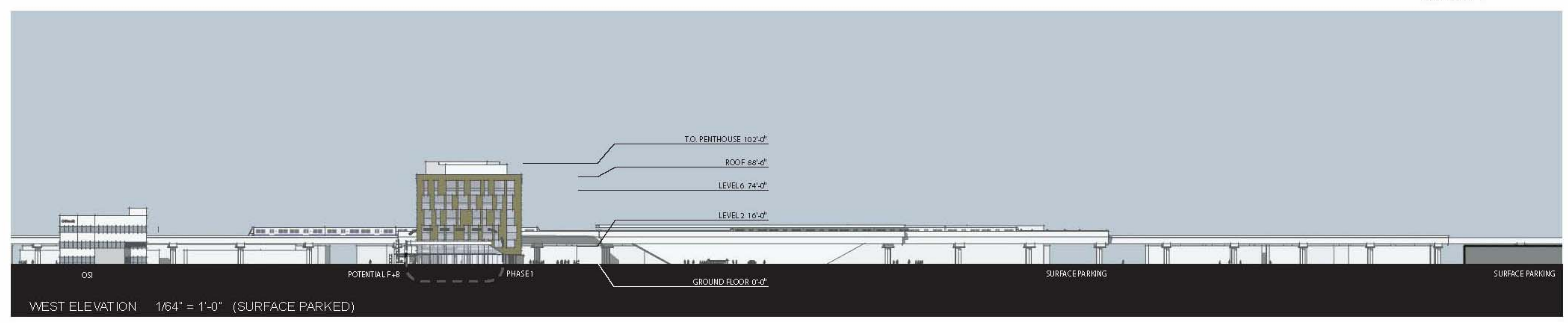
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PHASE 1



PHASE 2



PHASE 3



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**PLN2013-00045
EXHIBIT E
FEBRUARY 20, 2014**

**ELEVATIONS - ALL
PHASES**

sheet no. : **A3.1**

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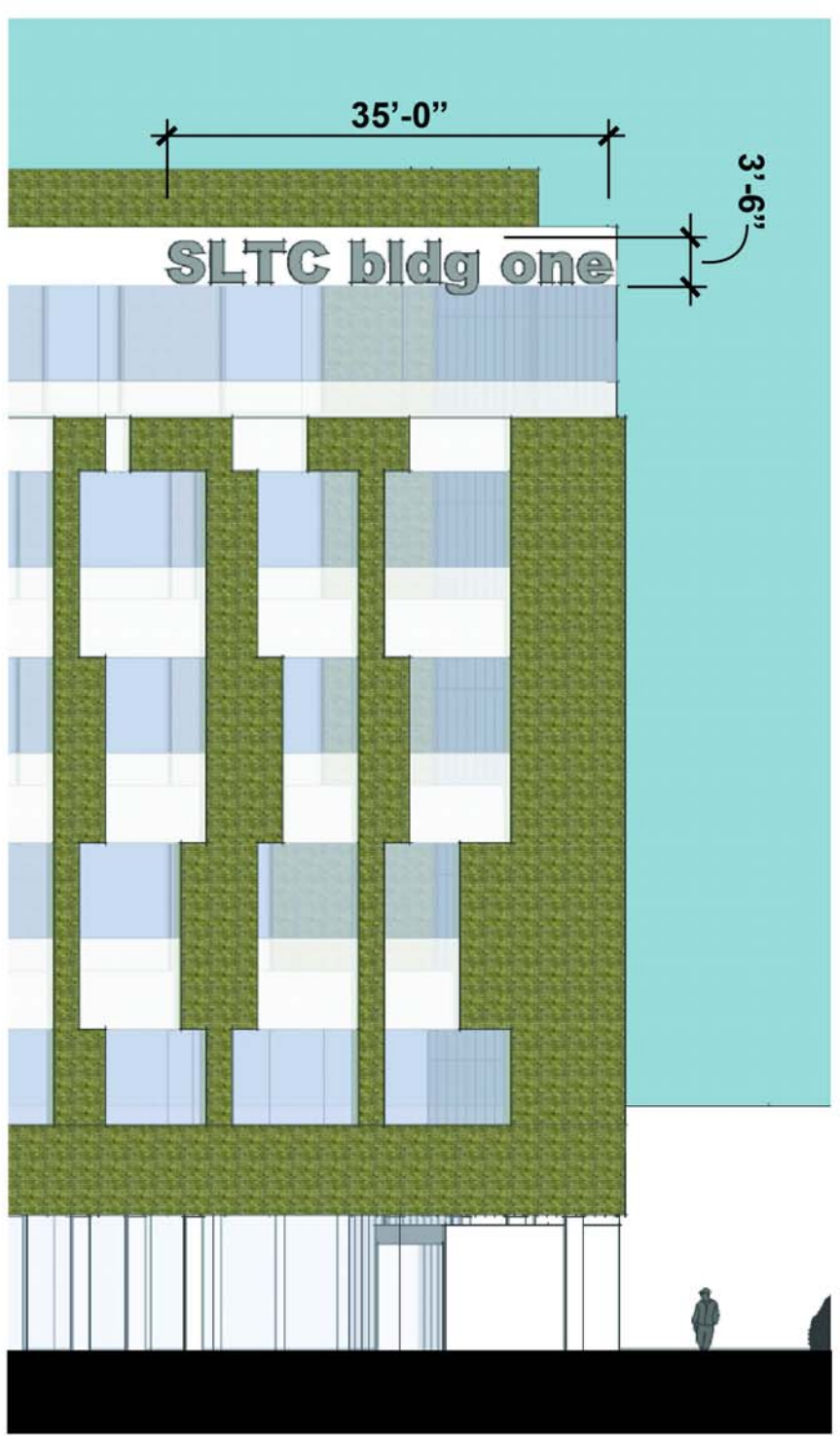
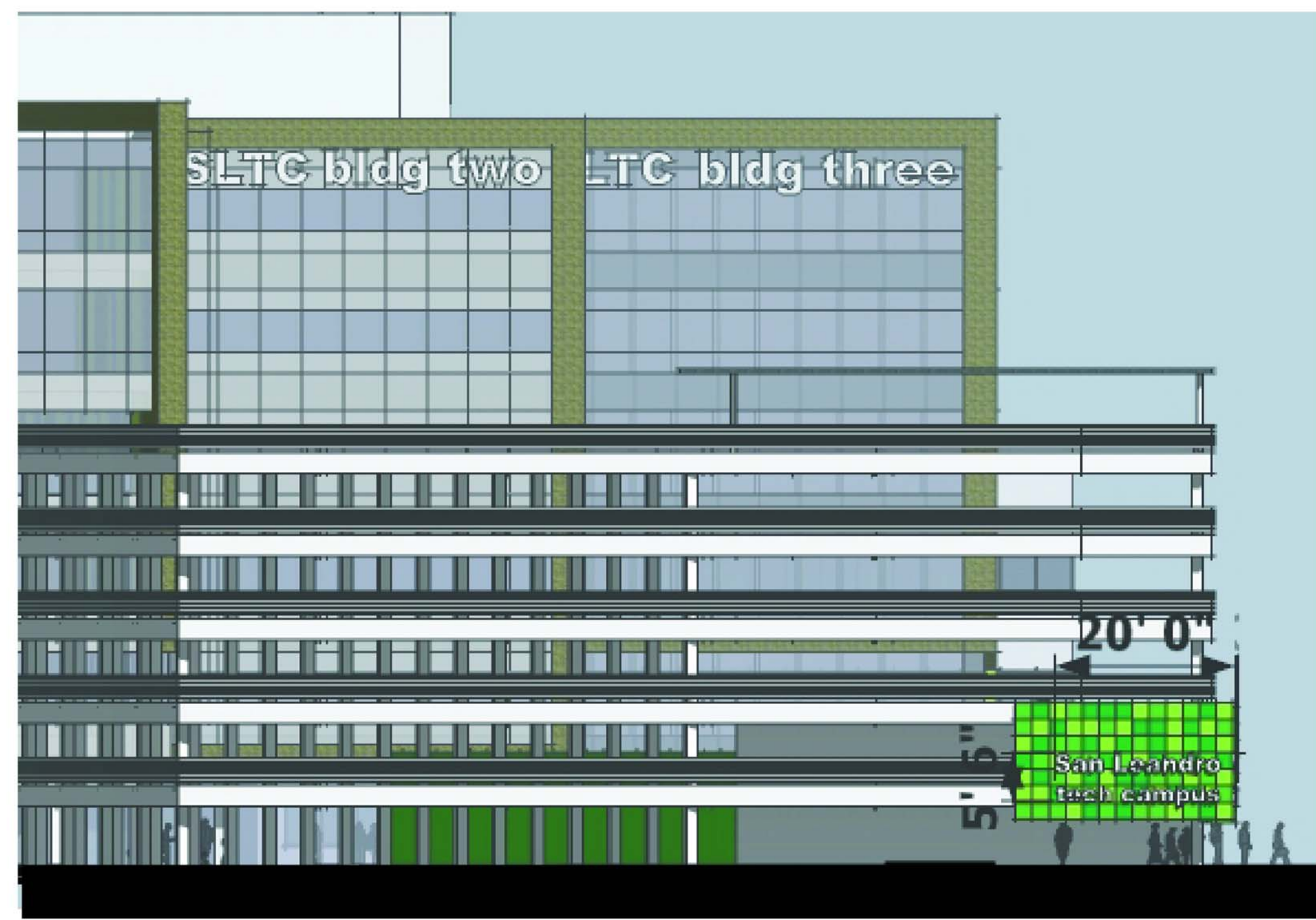
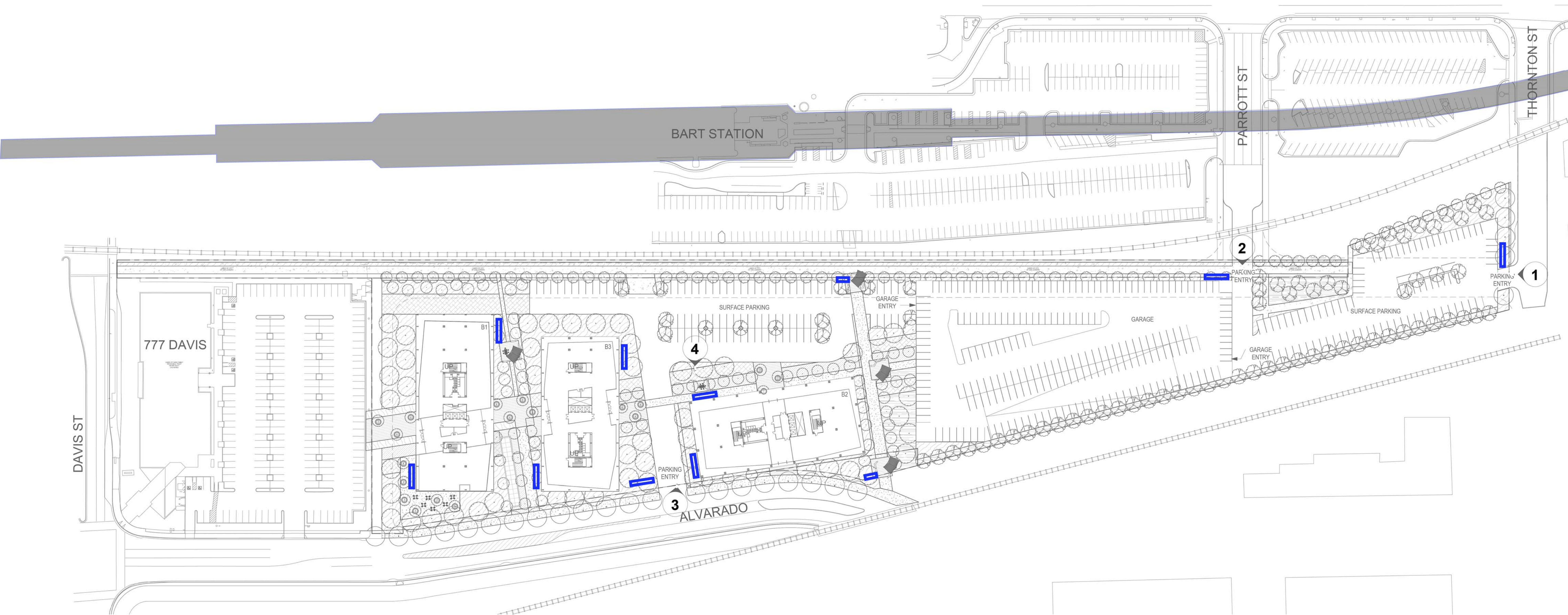
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SIGNAGE AND PARKING DECK

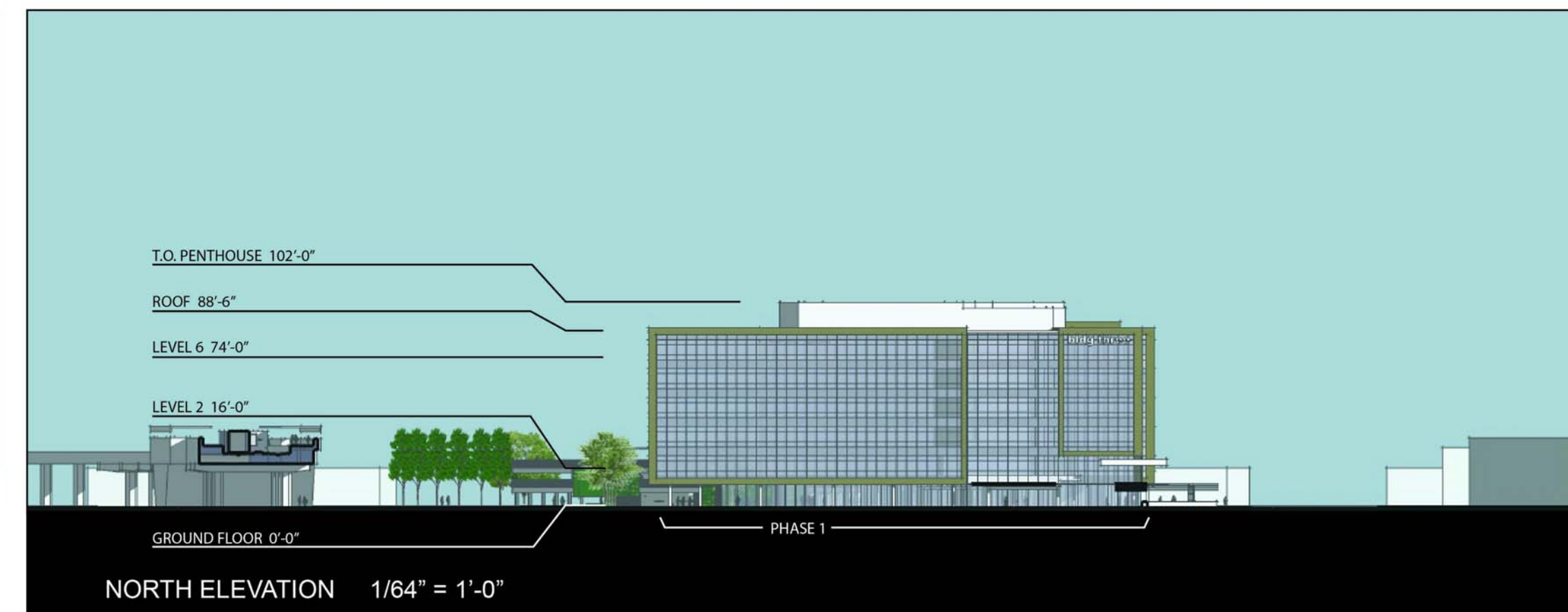
1 THORNTON STREET ENTRY (SOUTH ELEVATION)

2 PARROTT STREET ENTRY (EAST ELEVATION)

3 ENTRY DRIVE OFF ALVARADO

4 TYPICAL BUILDING SIGN

sheet no.:



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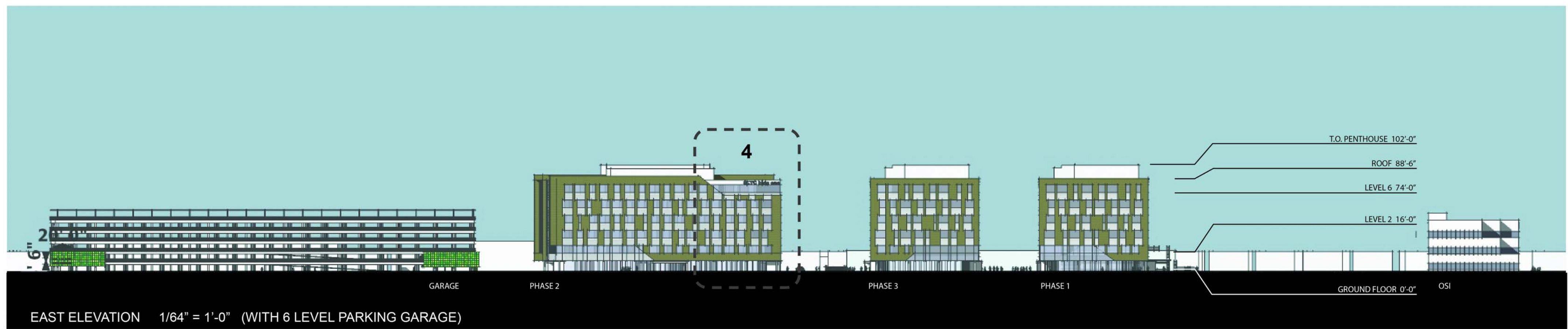
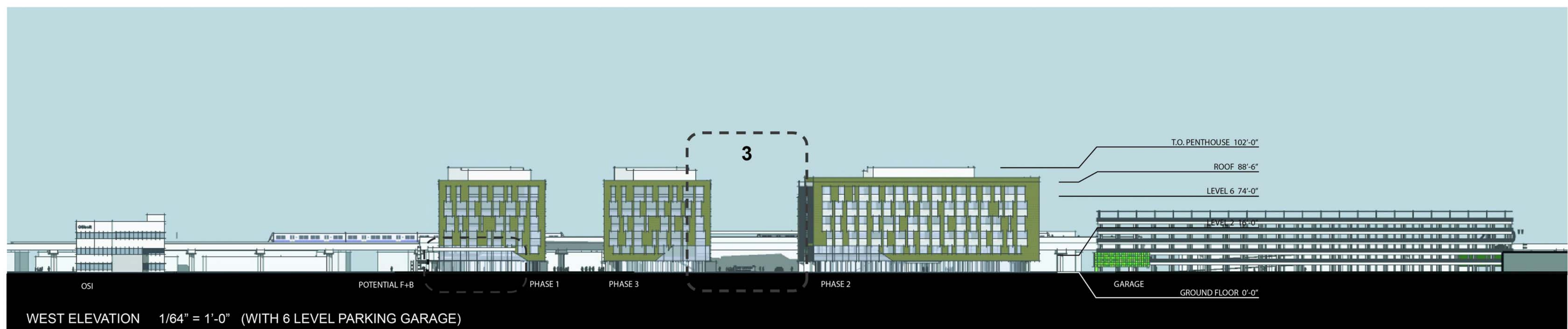
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ELEVATIONS - SITE -
GARAGE OPTION

sheet no.:

PHASE 3 WITH 5 DECK GARAGE (EAST AND WEST ELEVATIONS ONLY)



PLN2013-00045
EXHIBIT G
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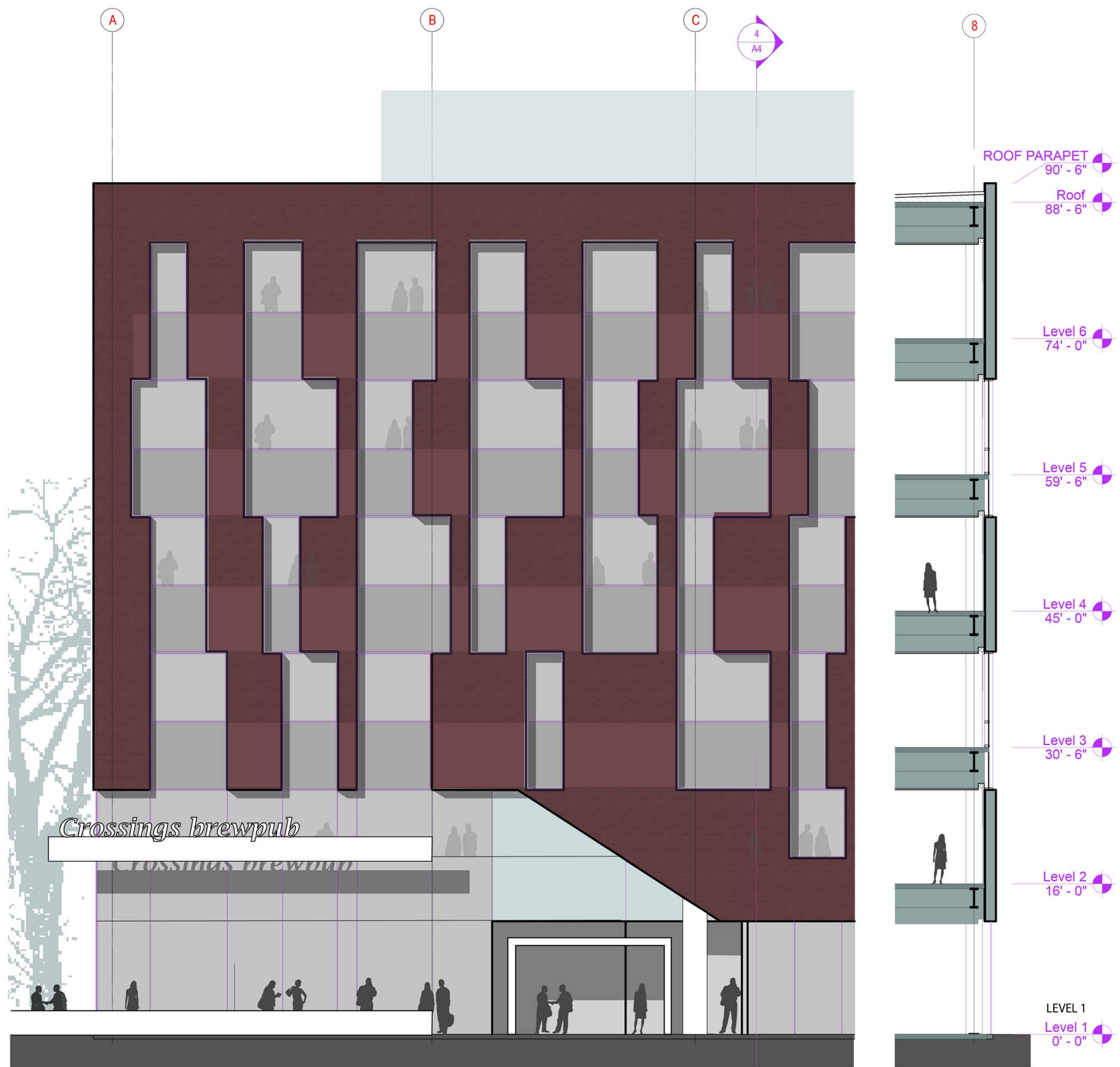
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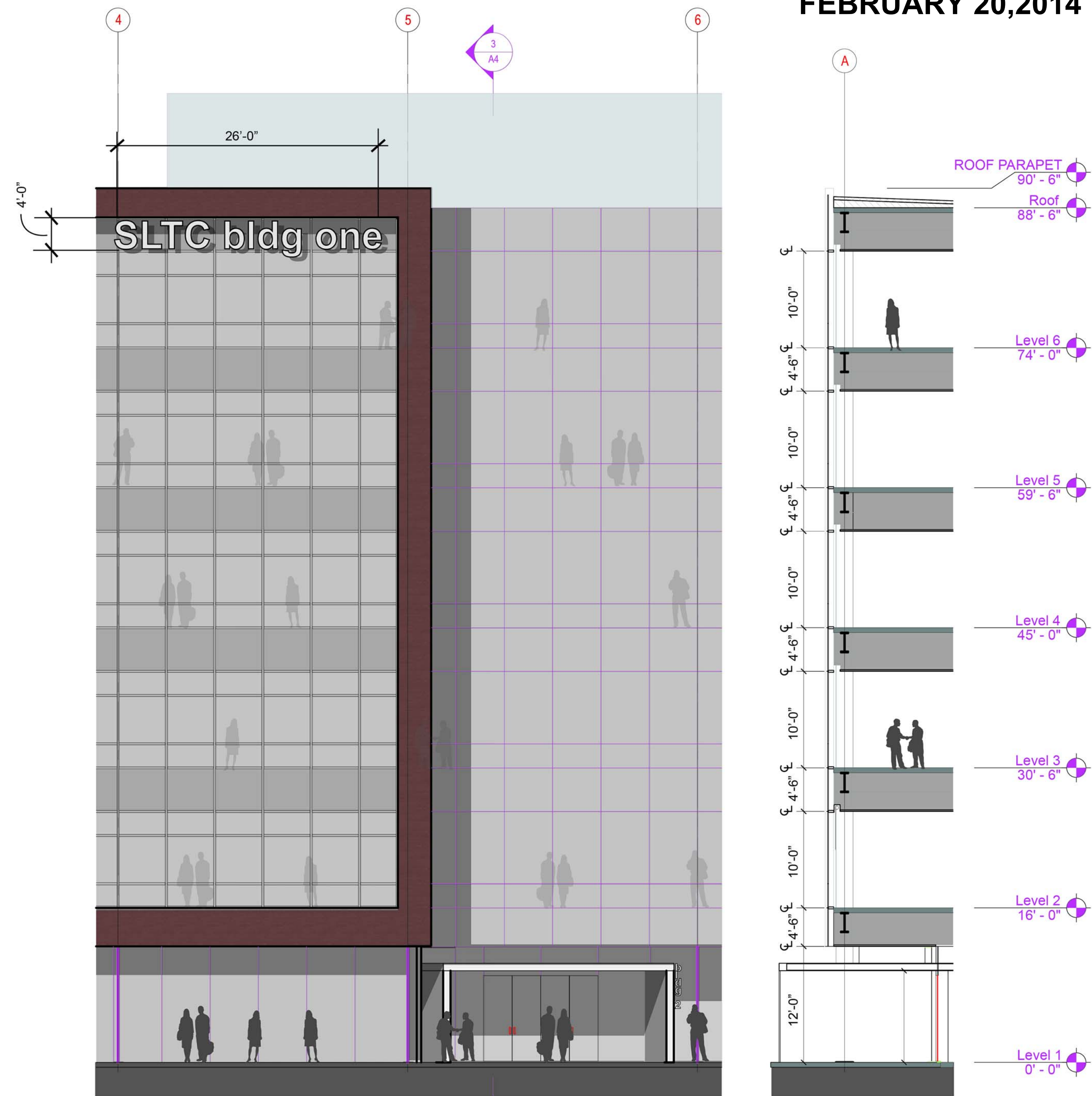
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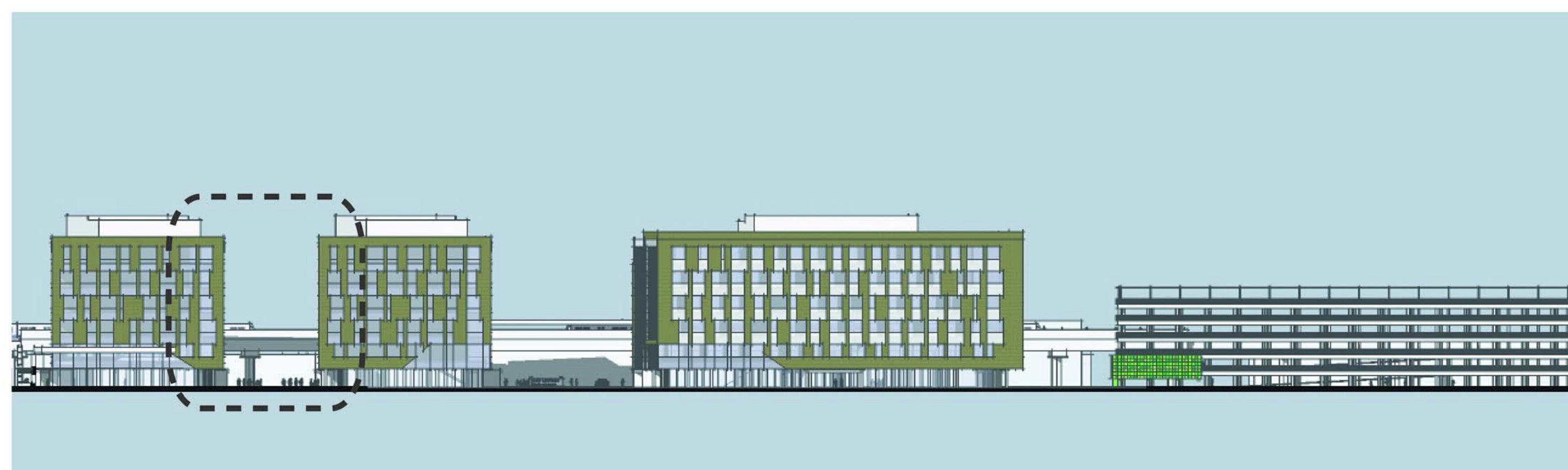
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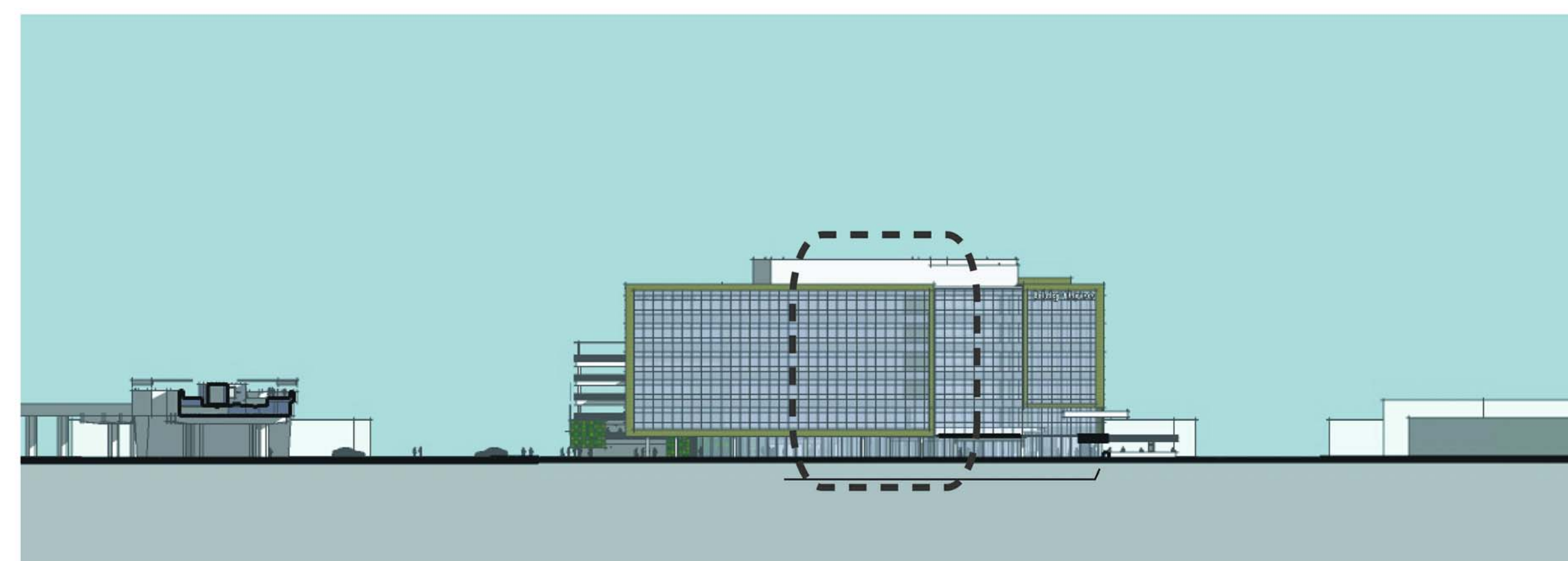
PARTIAL WEST ELEVATION 1/8" = 1'-0"



PARTIAL NORTH ELEVATION 1/8" = 1'-0"



WEST ELEVATION KEY



NORTH ELEVATION KEY



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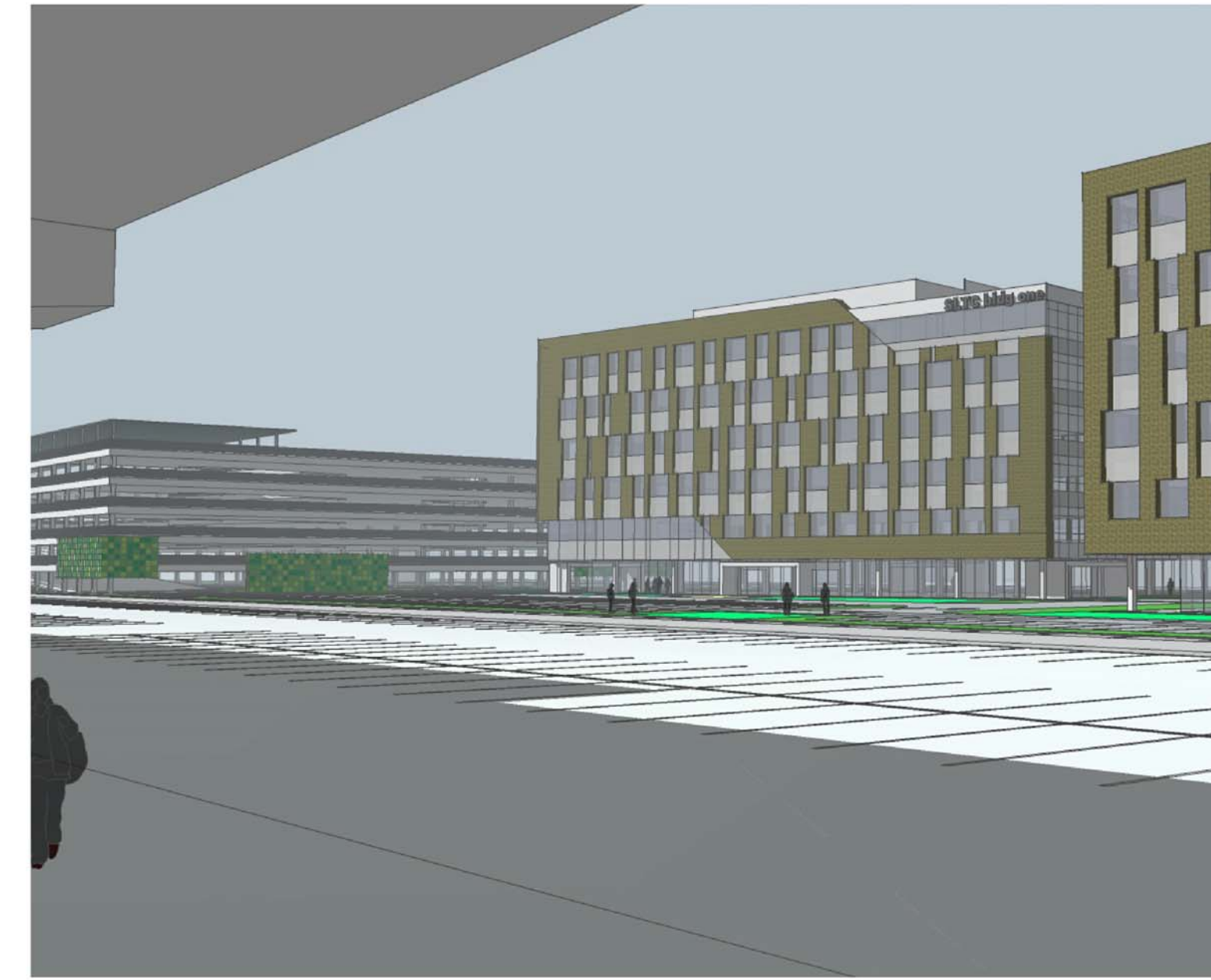
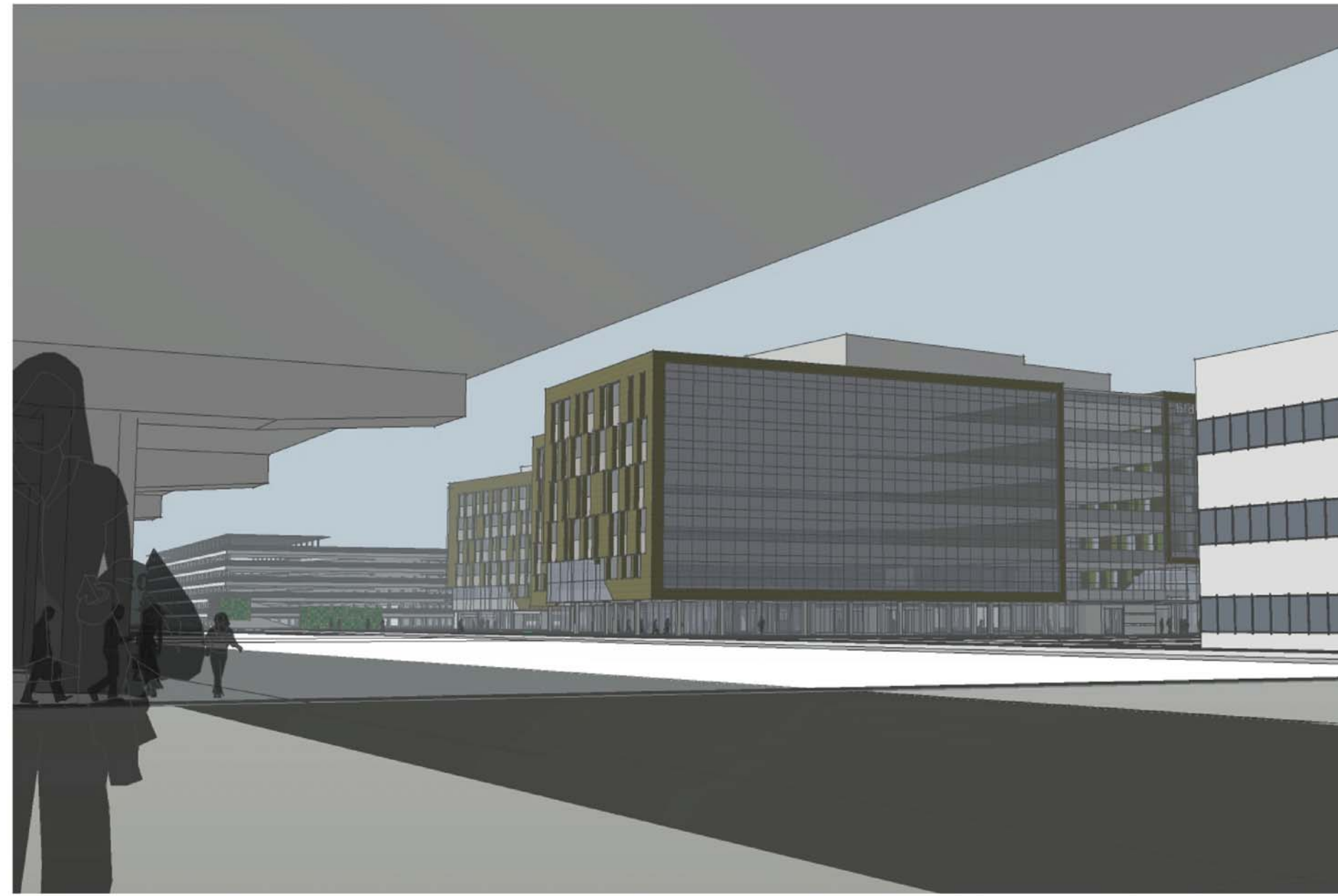
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**PLN2013-00045
EXHIBIT I
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**IEWS AND
RENDERING (3
LEVEL GARAGE)**

sheet no. :

A5.1



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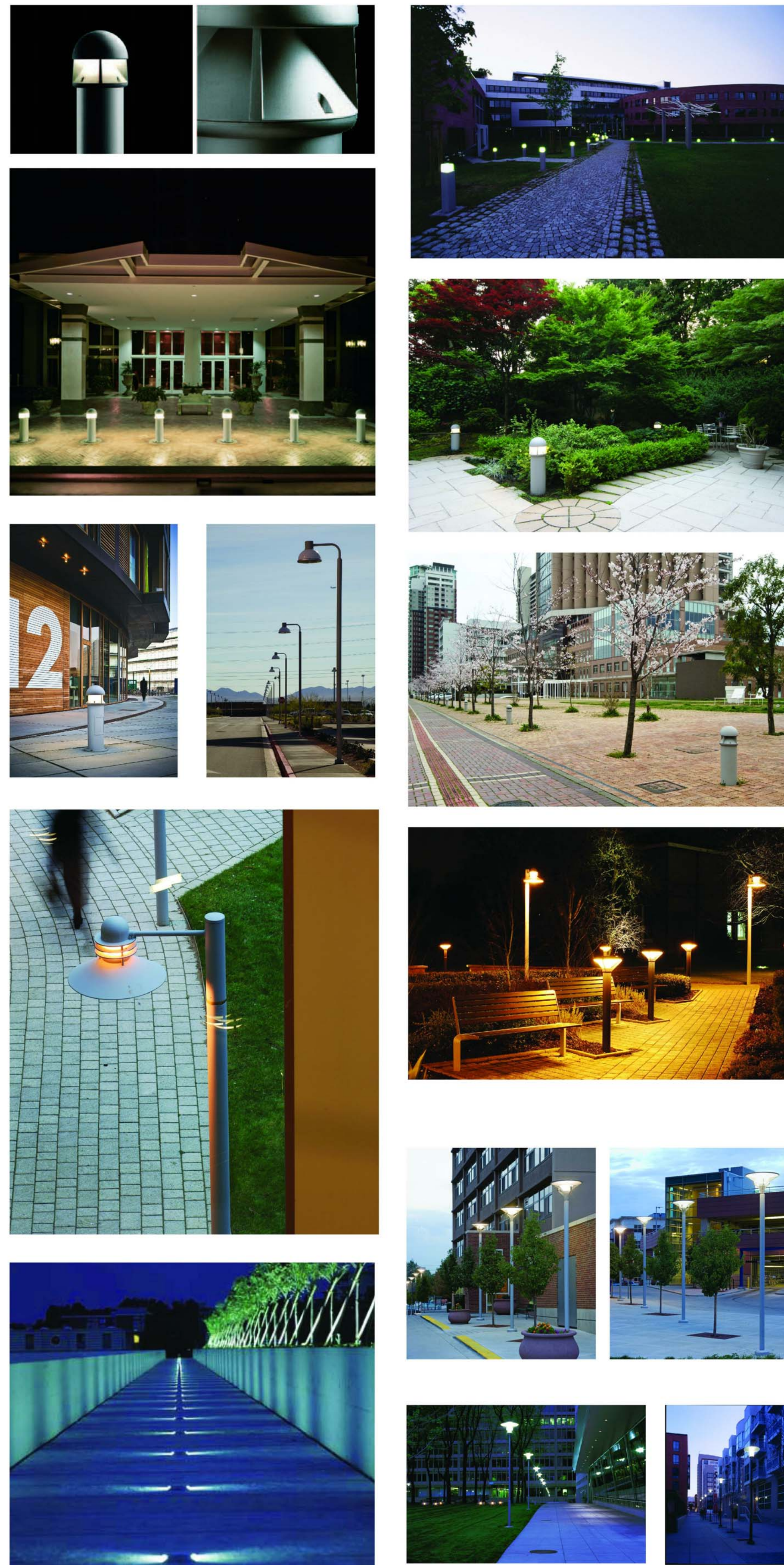
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EXHIBIT J
FEBRUARY 20,2014**

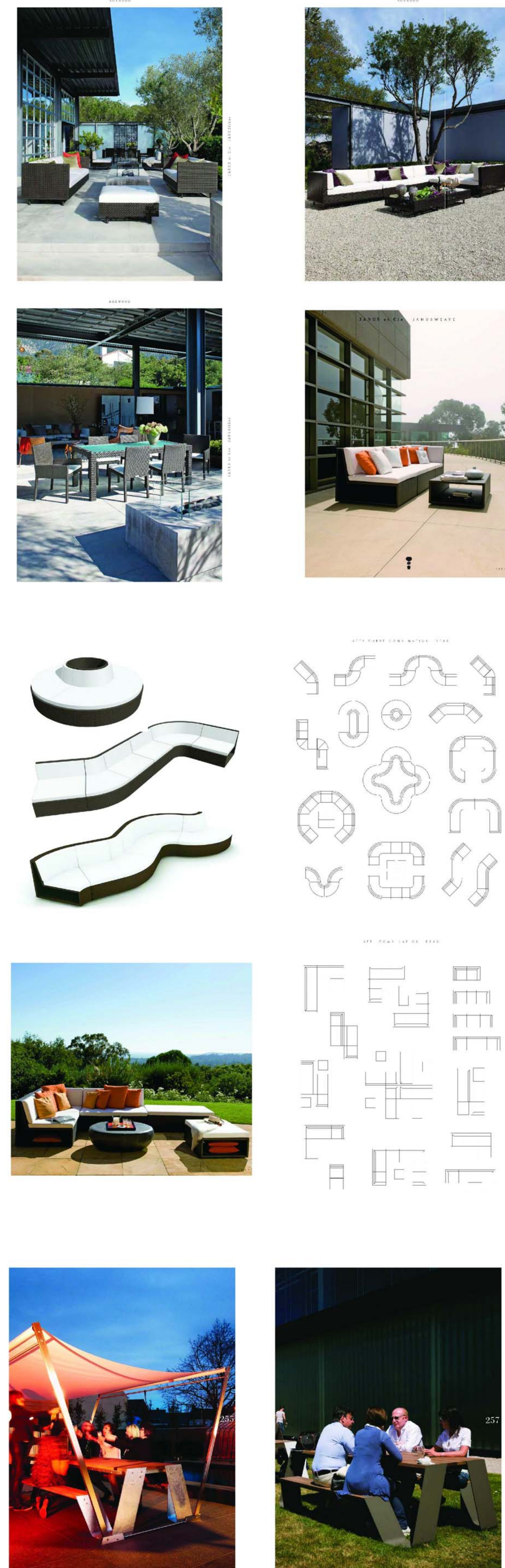
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(6-LEVEL GARAGE)**

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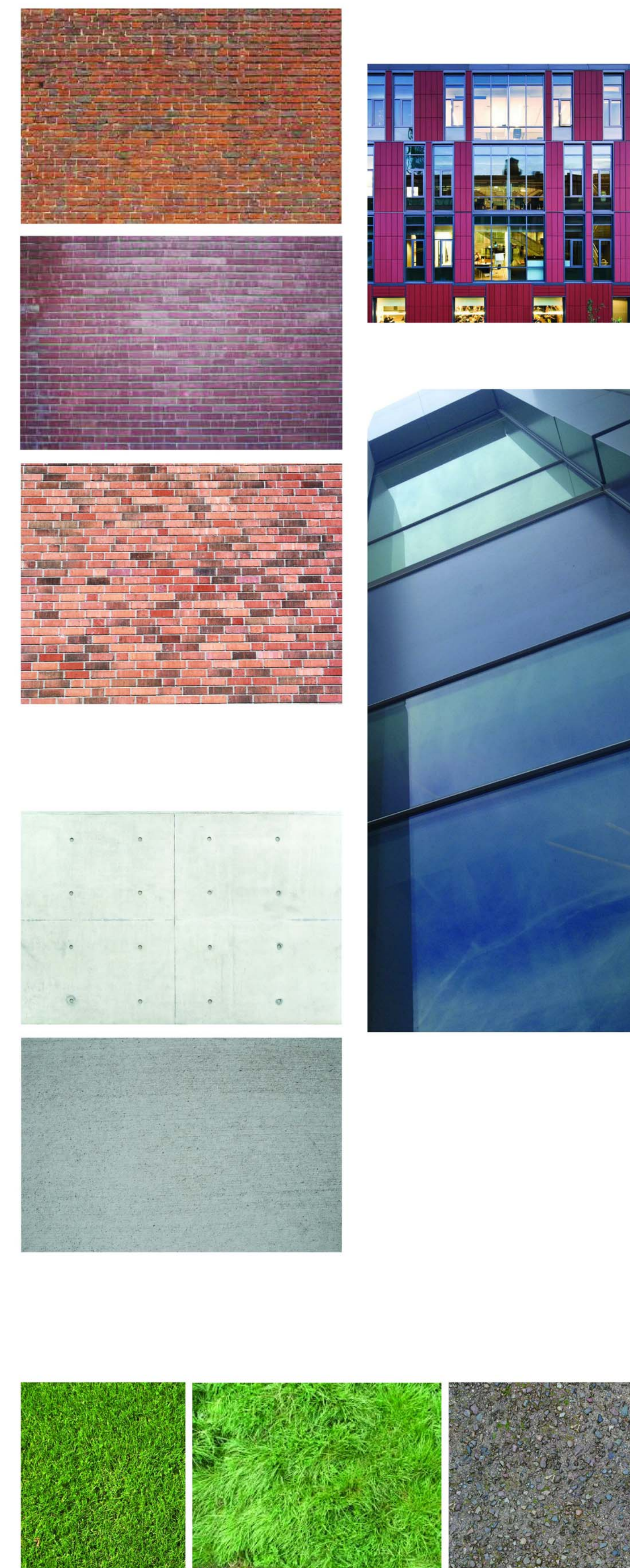
SITE AND PARKING LIGHTING



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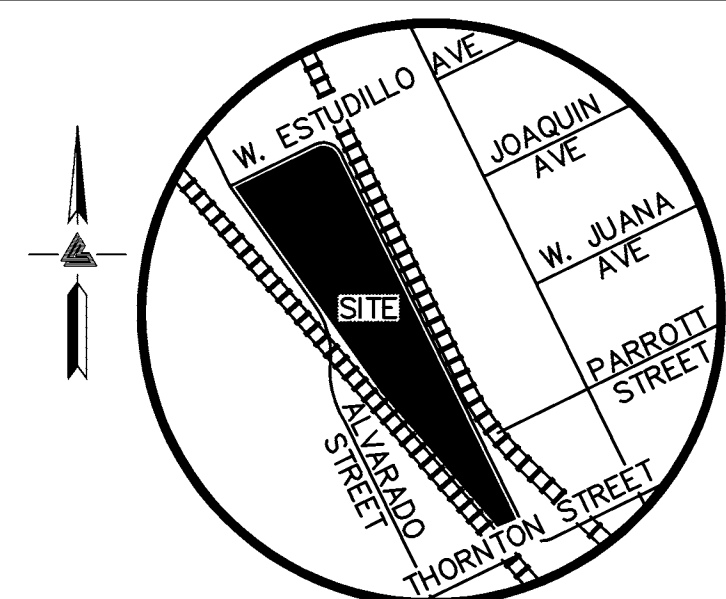
PLN2013-00045
EXHIBIT K
FEBRUARY 20, 2014

PALLETTE FOR
LIGHTING, FURN,
AND MATERIALS

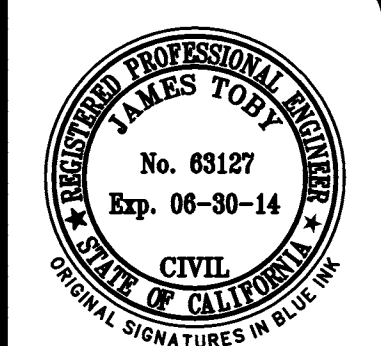
sheet no. :

A6.1

CONCEPTUAL SITE & UTILITY PLAN SAN LEANDRO, CALIFORNIA



VICINITY MAP
NO SCALE



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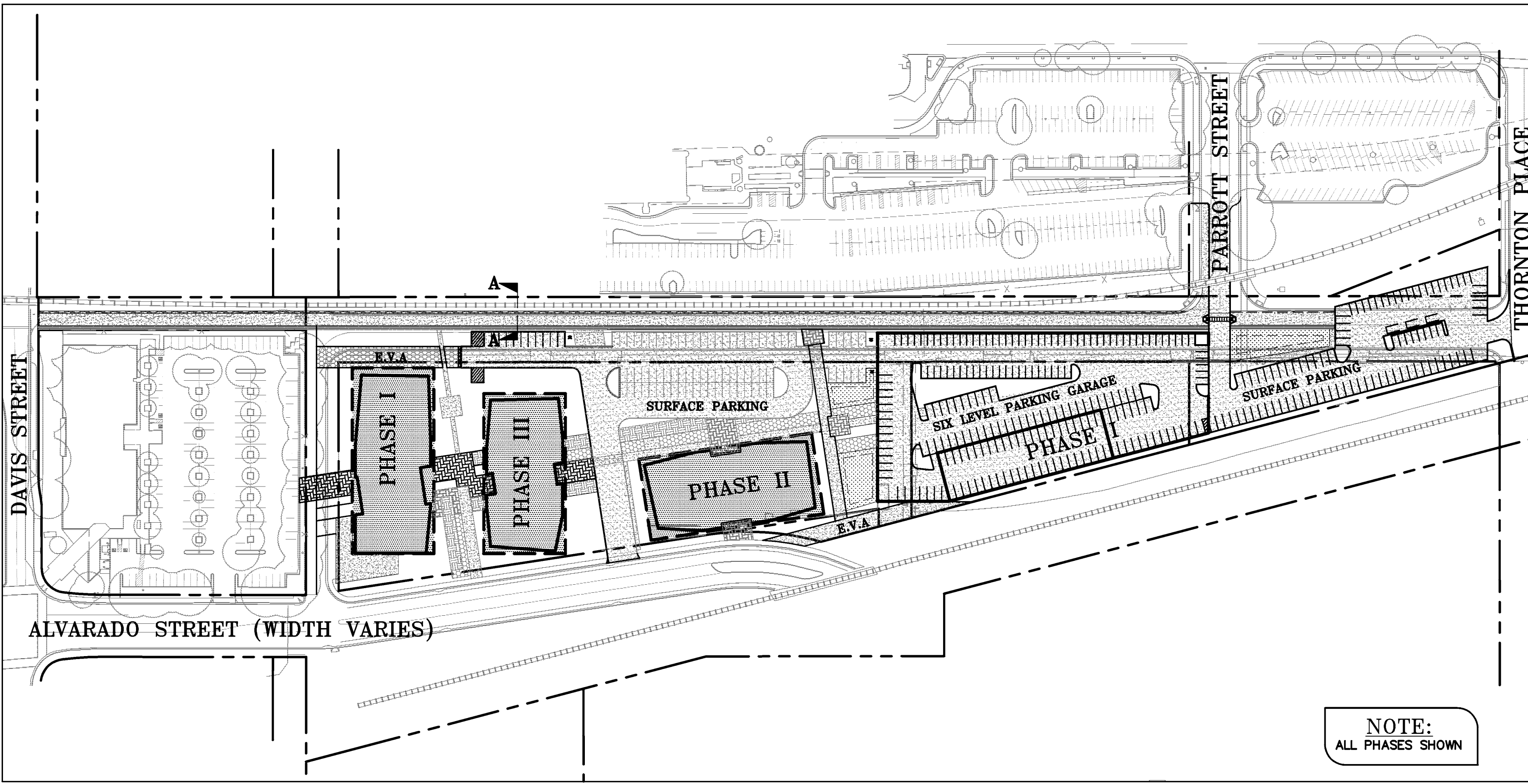
**MARTINEZ STREET
SAN LEANDRO,
CALIFORNIA**
ALAMEDA COUNTY

APN: 075-0047-003-02
075-0047-007

TITLE SHEET

LEGEND

EXISTING	PROPOSED	DESCRIPTION
---	---	BOUNDARY
---	---	PROPERTY LINE
---	---	RETAINING WALL
---	---	LANDSCAPE RETAINING WALL
---	---	RAINWATER TIGHTLINE
---	---	SUBDRAIN LINE
---	---	TIGHTLINE
---	---	STORM DRAIN LINE
---	---	SANITARY SEWER LINE
---	---	WATER LINE
---	---	GAS LINE
---	---	PRESSURE LINE
---	---	JOINT TRENCH
---	---	SET BACK LINE
---	---	CONCRETE VALLEY GUTTER
---	---	EARTHEN SWALE
---	---	CATCH BASIN
---	---	JUNCTION BOX
---	---	AREA DRAIN
---	---	CURB INLET
---	---	STORM DRAIN MANHOLE
---	---	FIRE HYDRANT
---	---	SANITARY SEWER MANHOLE
---	---	STREET SIGN
---	---	SPOT ELEVATION
---	---	FLOW DIRECTION
---	---	DEMOLISH/REMOVE
---	---	BENCHMARK
---	---	CONTOURS
---	---	TREE TO BE REMOVED



OWNER'S INFORMATION

OWNER: WESTLAKE DEVELOPMENT CO.
520 S. EL CAMINO REAL, 9TH FLOOR
SAN MATEO, CA

APN: 075-0047-003-02
075-0047-007

REFERENCES

THIS GRADING AND DRAINAGE PLAN IS SUPPLEMENTAL TO:
1) TOPOGRAPHIC SURVEY BY LEA & BRAZE ENGINEERING, INC.,
ENTITLED;

"ALTA/ACSM"
LAND TITLE SURVEY
SAN LEANDRO, CA
DATED: 7-30-07
JOB# 2070219

THE CONTRACTOR SHALL REFER TO THE ABOVE NOTED SURVEY AND PLAN, AND SHALL VERIFY BOTH EXISTING AND PROPOSED ITEMS ACCORDING TO THEM.

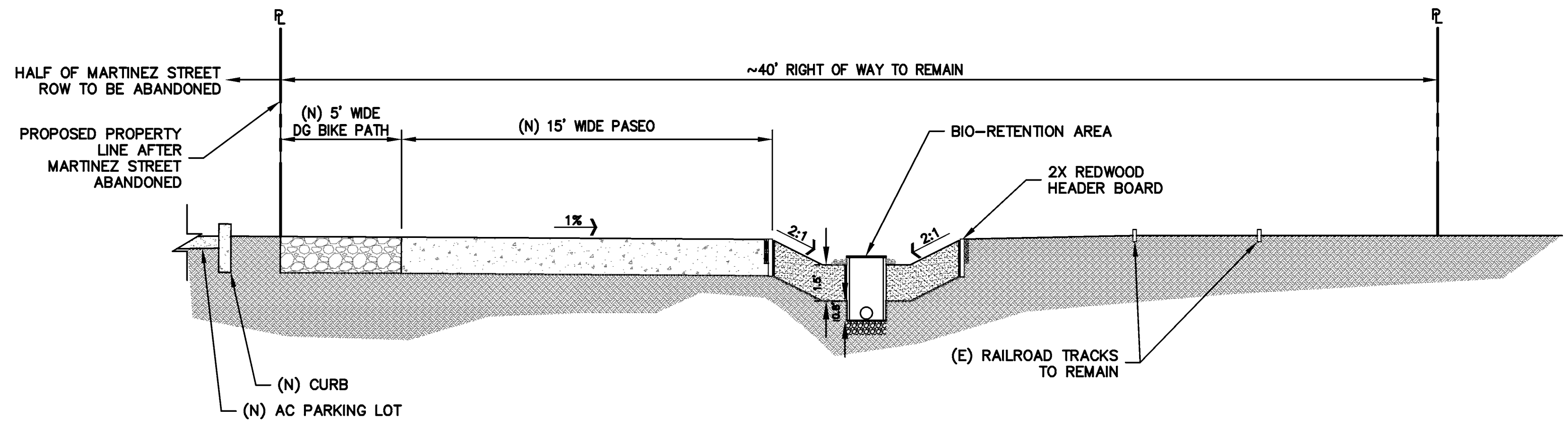
NOTE:
ALL PHASES SHOWN

ABBREVIATIONS

AB	AGGREGATE BASE	LF	LINEAR FEET
AC	ASPHALT CONCRETE	MAX	MAXIMUM
ACC	ACCESSIBLE	MH	MANHOLE
AD	AREA DRAIN	MIN	MINIMUM
BC	BEGINNING OF CURVE	MON.	MONUMENT
B & D	BEARING & DISTANCE	(N)	NEW
BM	BENCHMARK	NO.	NUMBER
BW/FG	BOTTOM OF WALL/FINISH	NTS	NOT TO SCALE
GRADE		O.C.	ON CENTER
CB	CATCH BASIN	O/V	OVER
C & G	CURB AND GUTTER	(PA)	PLANTING AREA
C	CENTER LINE	PED	PEDESTRIAN
CPP	CORRUGATED PLASTIC PIPE (SMOOTH INTERIOR)	PIV	POST INDICATOR VALVE
CO	CLEANOUT	PSS	PUBLIC SERVICES EASEMENT
COTG	CLEANOUT TO GRADE	R	PROPERTY LINE
CONC	CONCRETE	PP	POWER POLE
CONST	CONSTRUCT or -TION	PUE	PUBLIC UTILITY EASEMENT
CONC COR	CONCRETE CORNER	PVC	POLYVINYL CHLORIDE
CY	CUBIC YARD	R	RADIUS
D	DIAMETER	RCP	REINFORCED CONCRETE PIPE
DI	DROP INLET	RM	RIM ELEVATION
DIP	DUCTILE IRON PIPE	RW	RAINWATER
EA	EACH	R/W	RIGHT OF WAY
EC	END OF CURVE	S	SLOPE
EG	EXISTING GRADE	S.A.D.	SEE ARCHITECTURAL
EL	ELEVATIONS	SAN	SANITARY
EP	EDGE OF PAVEMENT	SD	STORM DRAIN
EQ	EQUIPMENT	SDM	STORM DRAIN MANHOLE
EW	EACH WAY	SHT	SHEET
(E)	EXISTING	S.L.D.	SEE LANDSCAPE DRAWINGS
FC	FACE OF CURB	SPEC	SPECIFICATION
FF	FINISHED FLOOR	SS	SANITARY SEWER
FG	FINISHED GRADE	SSCO	SANITARY SEWER CLEANOUT
FH	FIRE HYDRANT	SSMH	SANITARY SEWER MANHOLE
FL	FLOW LINE	ST	STREET
FS	FINISHED SURFACE	STA	STATION
G	GAS	STD	STANDARD
GA	GAGE OR GAUGE	STR	STRUCTURAL
GB	GRADE BREAK	T	TELEPHONE
HDPE	HIGH DENSITY CORRUGATED POLYETHYLENE PIPE	TC	TOP OF CURB
HORIZ	HORIZONTAL	TEMP	TEMPORARY
HI PT	HIGH POINT	TP	TOP OF PAVEMENT
H&T	HUB & TACK	TW/FG	TOP OF WALL/FINISH GRADE
ID	INSIDE DIAMETER	TYP	TYPICAL
INV	INVERT ELEVATION	VC	VERTICAL CURVE
JB	JUNCTION BOX	VCP	VITRIFIED CLAY PIPE
JT	JOINT TRENCH	VERT	VERTICAL
JP	JOINT UTILITY POLE	W	WITH
L	LENGTH	W, WL	WATER LINE
LNDR	LANDING	WM	WATER METER
		WWF	WELDED WIRE FABRIC

KEY MAP

1" = 100'



TYPICAL BIKE PATH SECTION A-A
NTS

SHEET INDEX

C-1	TITLE SHEET
C-2	OVERALL SITE PLAN - SHOWING PHASE I
C-3	PRELIMINARY SITE PLAN - PHASE I
C-4	PRELIMINARY SITE PLAN - PHASE I
C-5	PRELIMINARY SITE PLAN - PHASE I
C-6	PRELIMINARY SITE PLAN - PHASE II
C-7	PRELIMINARY SITE PLAN - PHASE III

NOTES

ALL DISTANCES AND DIMENSIONS ARE IN FEET AND DECIMALS.
UNDERGROUND UTILITY LOCATION IS BASED ON SURFACE EVIDENCE UNLESS OTHERWISE NOTED.

EASEMENTS

ALL EASEMENTS SHOWN ARE PER TITLE REPORT PROVIDED BY LANDAMERICA COMMONWEALTH ORDER NO. SLC07010050 DATED: FEBRUARY 27, 2007

SITE BENCHMARK

SURVEY CONTROL
SET MAG NAIL W/ WASHER
ELEV= 44.33

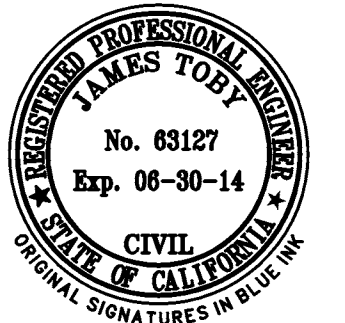
BENCHMARK

CITY OF SAN LEANDRO BENCHMARK
DISK MONUMENT LOCATED AT THE SOUTHEAST CORNER OF ESTUDILLO STREET AND SANTA ROSA STREET
ELEV= 58.499 N29

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PRELIMINARY - NOT FOR CONSTRUCTION

C-1
1 OF 7 SHEETS



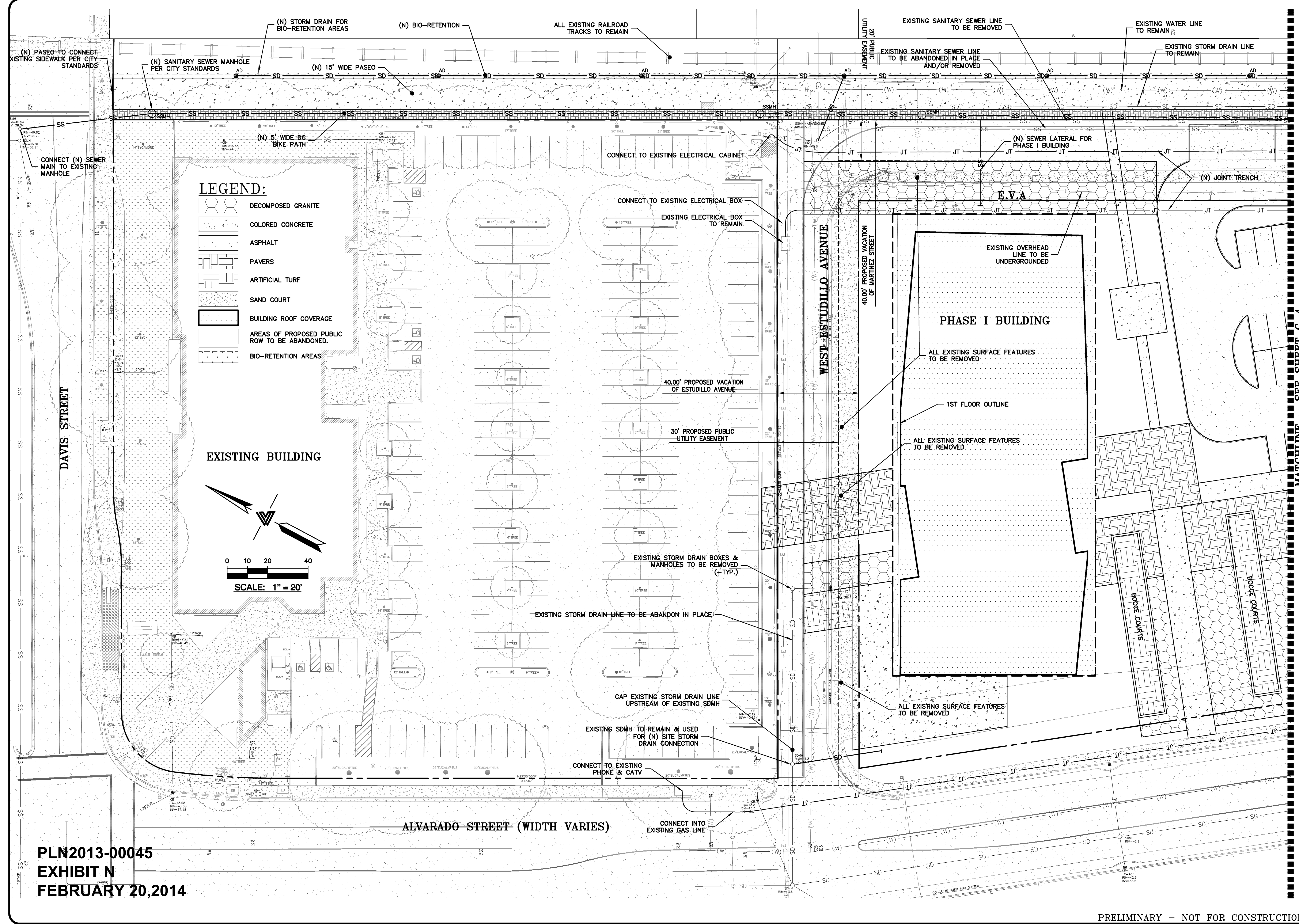
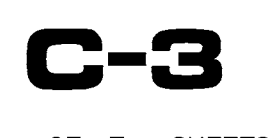
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**PHASE I
 PRELIMINARY
 SITE PLAN**

REVISIONS	BY

JOB NO: 2090219/2120023
 DATE: 1-27-14
 SCALE: 1" = 20'
 DESIGN BY: JT
 DRAWN BY: NT
 SHEET NO:



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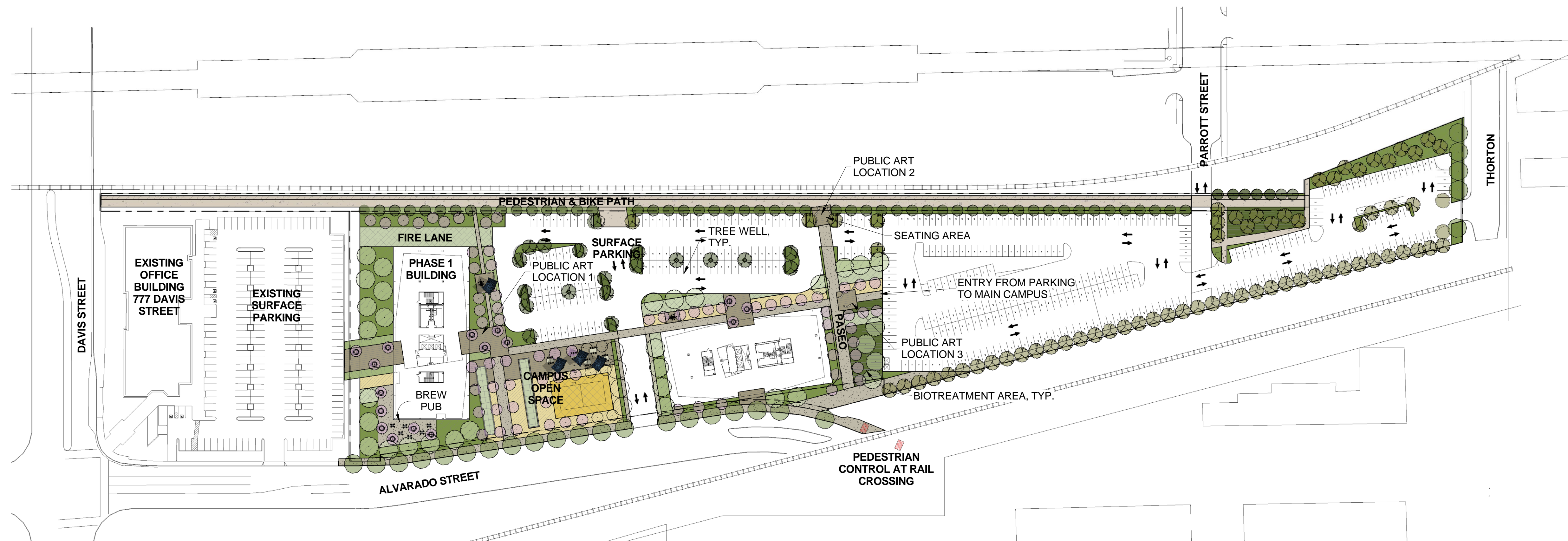
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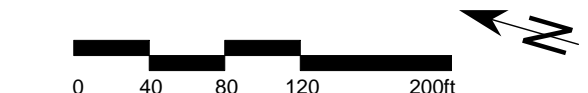
Landscape Plan
Overall Phase 1 & 2

sheet no.:

L101



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sheet no.:

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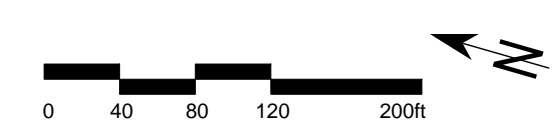
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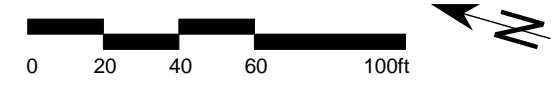
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sheet no. :

L102

Landscape Plan
Overall Ph 3



LANDSCAPE MATERIAL LEGEND

- ASPHALT PAVING
- COLORED CONCRETE
- UNIT PAVERS
- DECOMPOSED GRANITE PAVING
- SAND
- BOCCE COURT SURFACE/ ARTIFICIAL TURF
- NO MOW TURF
- GROUNDCOVER AREA
- SHRUB AREA
- BIOFILTRATION PLANTING AREA
- PLANTERS
- ADIRONDACK CHAIRS
- PING PONG TABLE WITH CHAIRS
- MODULAR SEATWALLS
- TABLES & CHAIRS
- SHADE STRUCTURE

PLANT LEGEND

- CAMPUS SHADE TREES**, select from the following:
 - FRAXINUS OXYCARPA (RAYWOOD ASH)
 - PLATANUS RACEMOSA (CALIFORNIA SYCAMORE)
 - ROBINIA X AMBIGUA 'PURPLE ROBE'
 - ULMUS PARVIFOLIA (DRAKE ELM)
- CAMPUS COLUMNAR & ACCENT TREES**, select from the following:
 - ARBUTUS UNEDO (STRAWBERRY TREE)
 - CARPINUS BETULUS (EUROPEAN HORNBEAM)
 - CERCIS CANADENSIS 'FOREST PANSY' (FOREST PANSY REDBUD)
 - CERCIS OCCIDENTALIS (WESTERN REDBUD)
 - GINKGO BILOBA (GINKGO)
- STREETSCAPE TREES**, select from the following:
 - LAURUS NOBLIS (SWEET BAY)
- PARKING LOT TREES**, select from the following:
 - FRAXINUS OXYCARPA (RAYWOOD ASH)
 - ULMUS PARVIFOLIA (DRAKE ELM)
- BIKE PATH TREES**, select from the following:
 - POPULUS FREMONTII (FREMONT POPLAR)
 - SEQUOIA SEMPERVIRENS (CALIFORNIA REDWOOD)

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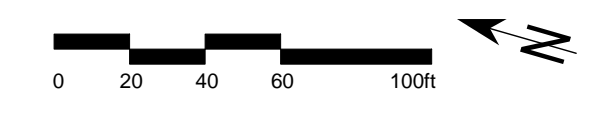
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Landscape Plan
Enlargement Phase 1



LANDSCAPE MATERIAL LEGEND

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- COLORED CONCRETE
- UNIT PAVERS
- DECOMPOSED GRANITE PAVING
- SAND
- BOCCE COURT SURFACE/ ARTIFICIAL TURF
- NO MOW TURF
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- SHRUB AREA
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- MODULAR SEATWALLS
- TABLES & CHAIRS
- SHADE STRUCTURE

PLANT LEGEND

- CAMPUS SHADE TREES**, select from the following:
FRAXINUS OXYCARPA (RAYWOOD ASH)
PLATANUS RACEMOSA (CALIFORNIA SYCAMORE)
ROBINIA X AMBIGUA 'PURPLE ROBE'
ULMUS PARVIFOLIA (DRAKE ELM)
- CAMPUS COLUMNAR & ACCENT TREES**, select from the following:
ARBUTUS UNEDO (STRAWBERRY TREE)
CARPINUS BETULUS (EUROPEAN HORNBEAM)
CERCIS CANADENSIS 'FOREST PANSY'
(FOREST PANSY REDBUD)
CERCIS OCCIDENTALIS (WESTERN REDBUD)
GINKGO BILOBA (GINKGO)
- STREETScape TREES**, select from the following:
LAURUS NOBLIS (SWEET BAY)
- PARKING LOT TREES**, select from the following:
FRAXINUS OXYCARPA (RAYWOOD ASH)
ULMUS PARVIFOLIA (DRAKE ELM)
- BIKE PATH TREES**, select from the following:
POPULUS FREMONTII (FREMONT POPLAR)
SEQUOIA SEMPERVIRENS (CALIFORNIA REDWOOD)

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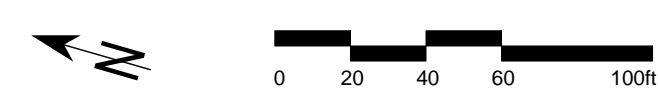
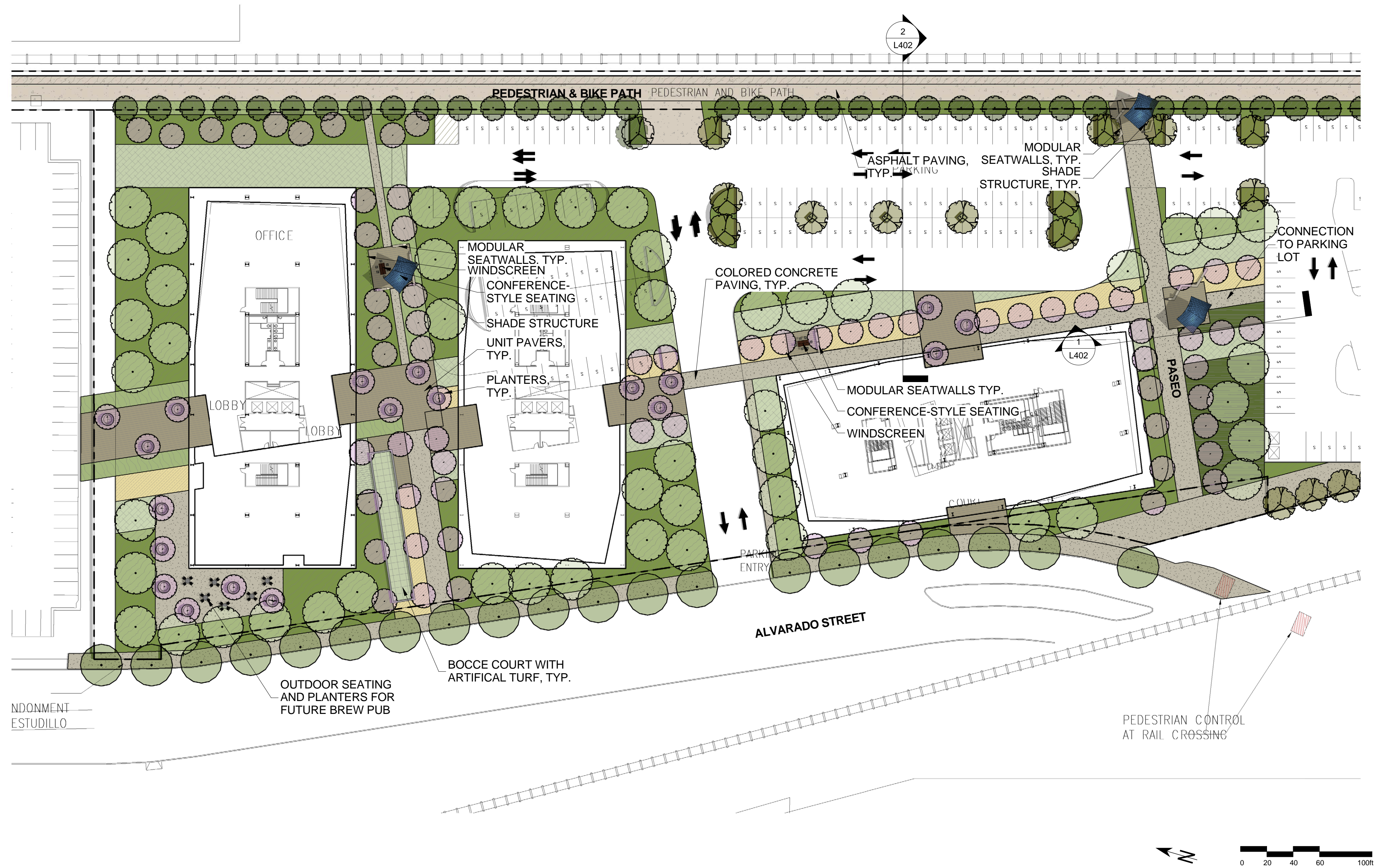
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Landscape Plan
Enlargement Phase 2



LANDSCAPE MATERIAL LEGEND

- ASPHALT PAVING
- COLORED CONCRETE
- UNIT PAVERS
- DECOMPOSED GRANITE PAVING
- SAND
- BOCCO COURT SURFACE/ ARTIFICIAL TURF
- NO MOW TURF
- GROUNDCOVER AREA
- SHRUB AREA
- BIOFILTRATION PLANTING AREA
- PLANTERS
- ADIRONDACK CHAIRS
- PING PONG TABLE WITH CHAIRS
- MODULAR SEATWALLS
- TABLES & CHAIRS
- SHADE STRUCTURE

PLANT LEGEND

- CAMPUS SHADE TREES**, select from the following:
 - FRAXINUS OXYCARPA (RAYWOOD ASH)
 - PLATANUS RACEMOSA (CALIFORNIA SYCAMORE)
 - ROBINIA X AMBIGUA 'PURPLE ROBE'
 - ULMUS PARVIFOLIA (DRAKE ELM)
- CAMPUS COLUMNAR & ACCENT TREES**, select from the following:
 - ARBUTUS UNEDO (STRAWBERRY TREE)
 - CARPINUS BETULUS (EUROPEAN HORNBEAM)
 - CERCIS CANADENSIS 'FOREST PANSY' (FOREST PANSY REDBUD)
 - CERCIS OCCIDENTALIS (WESTERN REDBUD)
 - GINKGO BILOBA (GINKGO)
- STREETSCAPE TREES**, select from the following:
 - LAURUS NOBLIS (SWEET BAY)
- PARKING LOT TREES**, select from the following:
 - FRAXINUS OXYCARPA (RAYWOOD ASH)
 - ULMUS PARVIFOLIA (DRAKE ELM)
- BIKE PATH TREES**, select from the following:
 - POPULUS FREMONTII (FREMONT POPLAR)
 - SEQUOIA SEMPERVIRENS (CALIFORNIA REDWOOD)

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Landscape Plan
Enlargement Phase 3



Aesculus carnea (Red Horsechestnut)



Arbutus unedo (Strawberry Tree)



Carpinus betulus 'Fastigiata' (European Hornbeam)



Cercis canadensis 'Forest Pansy' (Forest Pansy Redbud)



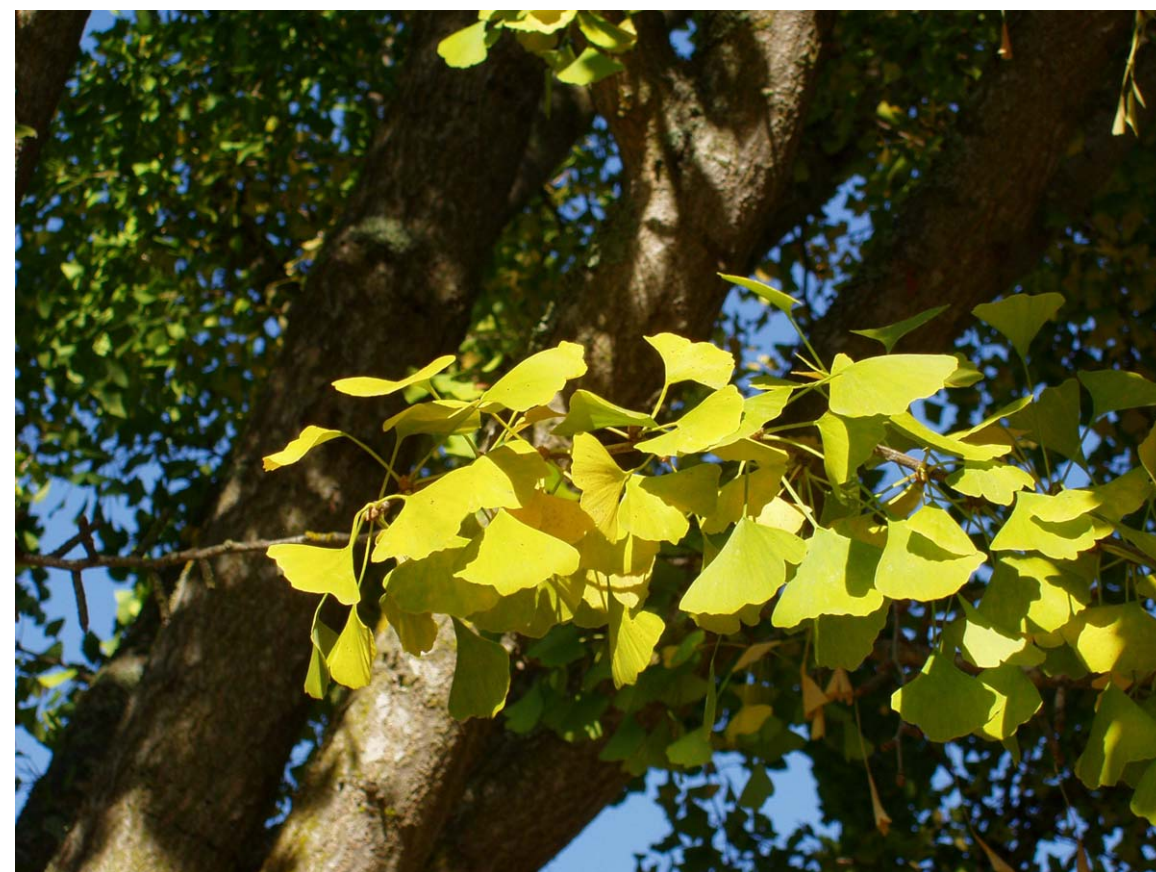
Cercis occidentalis (Western Redbud)



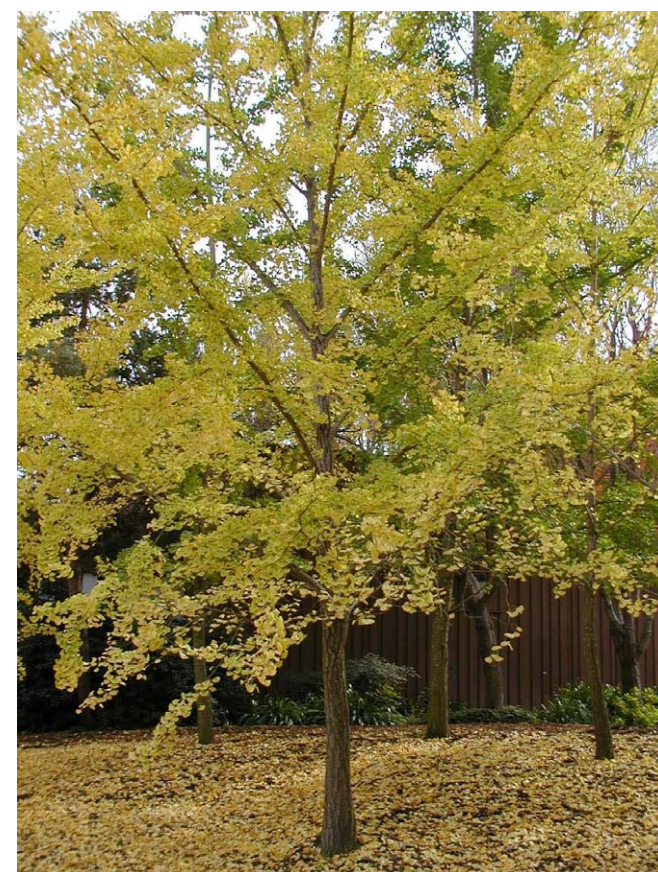
Robinia x ambigua 'Purple Robe' (Purple Flowering Locust)



Fraxinus oxycarpa (Raywood Ash)



Ginkgo biloba (Ginkgo)



Laurus nobilis (Sweet Bay)



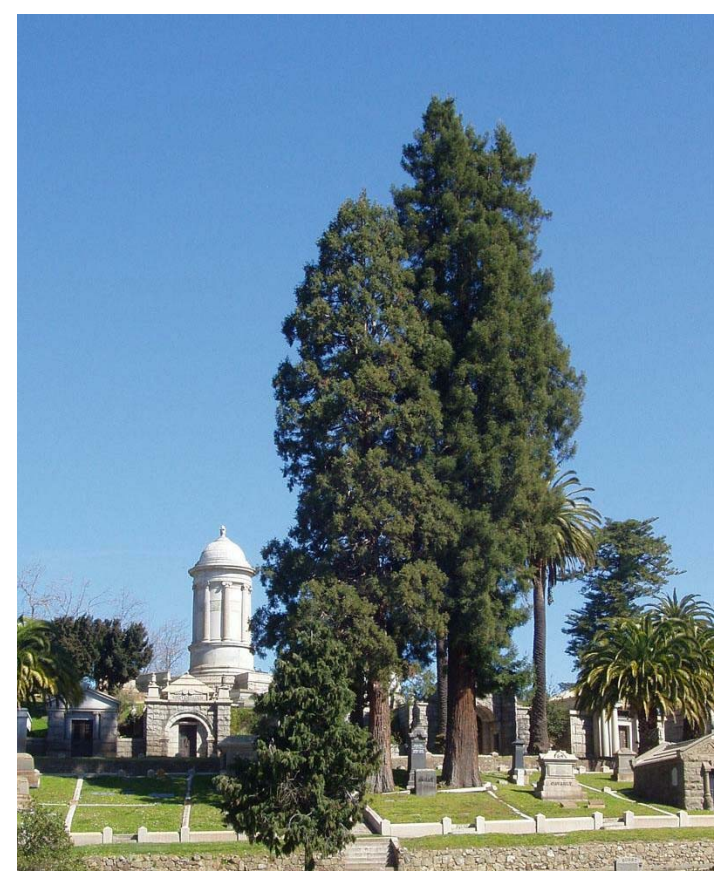
Nyssa sylvatica (Tupelo)



Platanus racemosa (California Sycamore)



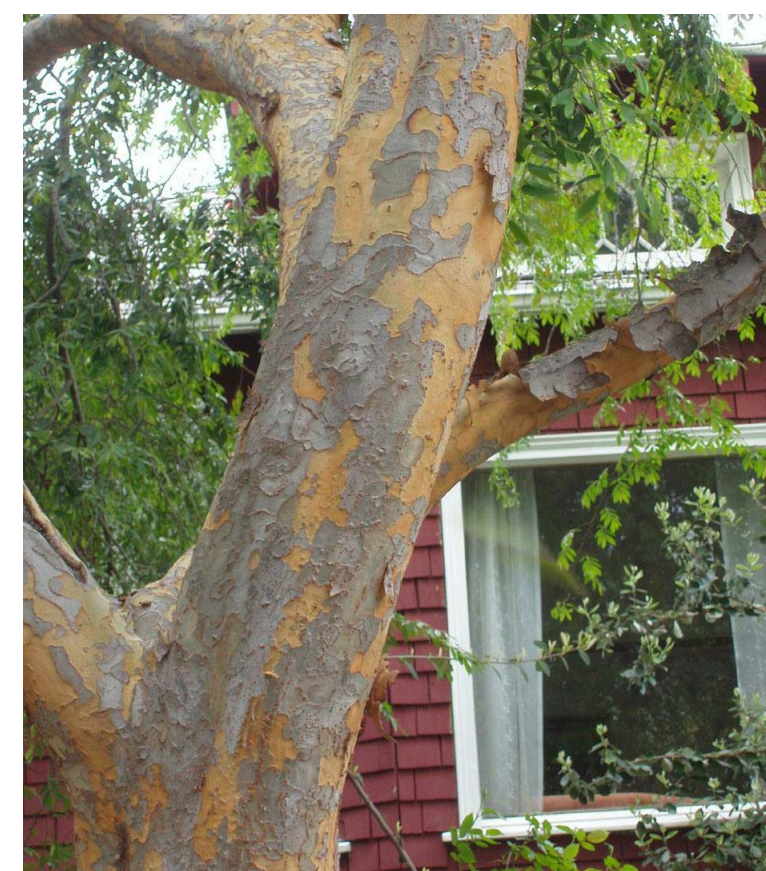
Populus fremontii (Fremont Poplar)



Sequoia sempervirens (California Redwood)



Ulmus parvifolia (Drake Elm)



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Plant Palette

sheet no. :

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Plant List

sheet no. :

PLANT LIST						
BOTANICAL NAME	COMMON NAME	CONTAINER SIZE	WATER USE	DROUGHT TOLERANT	CA NATIVE	STORMWATER TOLERANT
VINE						
VITIS 'ROGER'S RED'	ROGER'S CALIFORNIA GRAPE	5 GAL		Yes	Yes	No
TREE						
AESCULUS X CARNEA 'BRIOTII'	RED HORSECHESTNUT	24" BOX	MODERATE	No	No	No
ARBUTUS UNEDO	STRAWBERRY TREE	24" BOX	LOW	Yes	No	No
CARPINUS BETULA 'FASTIGATA'	PYRAMIDAL EUROPEAN HORNBEAM	24" BOX	MODERATE	No	No	No
CERCIS CANADENSIS 'FOREST PANSY'	FOREST PANSY REDBUD	24" BOX	MODERATE	No	No	No
CERCIS OCCIDENTALIS	WESTERN REDBUD	24" BOX	VERY LOW	Yes	Yes	No
FRAXINUS OXYCARPA 'RAYWOOD'	RAYWOOD ASH	24" BOX	MODERATE	No	No	No
GINKGO BILOBA 'AUTUMN GOLD'	MAIDENHAIR TREE	24" BOX	MODERATE	No	No	No
LAURUS X 'SARATOGA'	SARATOGA BAY LAUREL	24" BOX	LOW	Yes	No	No
NYSSA SYLVATICA	TUPELO TREE	24" BOX	MODERATE	No	No	No
PLATANUS X ACERIFOLIA 'BLOODGOOD'	LONDON PLANE TREE	24" BOX	MODERATE	No	No	No
POPULUS FREMONTII	FREMONT POPLAR	24" BOX	MODERATE	No	Yes	Yes
ROBINIA X AMBIGUA 'PURPLE ROBE'	PINK FLOWERING LOCUST	24" BOX	LOW	Yes	No	No
SEQUOIA SEMPERVIRENS 'APTOS BLUE'	COAST REDWOOD	24" BOX	HIGH	No	Yes	No
ULMUS PAVIFOLIA 'DRAKE'	DRAKE ELM	24" BOX	MODERATE	No	No	No
SHRUB						
BACCHARIS PILULARIS TWIN PEAKS	DWARF COYOTE BRUSH			No	Yes	No
CARPENTERIA CALIFORNICA 'ELIZABETH'	BUSH ANEMONE	1 GAL	LOW	Yes	Yes	Yes
CISTUS 'SUNSET'	ROCKROSE	1 GAL	LOW	Yes	No	Yes
LOROPETALUM CHINENSIS	CHINESE FRINGE FLOWER	1 GAL	LOW	Yes	No	Yes
PHORMIUM 'BRONZE BABY'	NEW ZEALAND FLAX	5 GAL	LOW	Yes	No	No
PHORMIUM 'JACK SPRATT'	NEW ZEALAND FLAX	5 GAL	LOW	Yes	No	No
RHAMNUS CALIFORNICA 'MOUND SAN BRUNO'	COFFEEBERRY	5 GAL	LOW	Yes	Yes	No
RIBES SANGUINEUM 'CLAREMONT'	FLOWERING CURRENT	5 GAL		No	No	Yes
ROSMARINUS OFFICINALIS 'BENENDEN BLUE'	BENENDEN BLUE ROSEMARY	1 GAL	LOW	Yes	No	Yes
SALVIA MICROPHYLLA GRAHAMII 'BERZERKELEY'	BERZERKELEY SALVIA	1 GAL	LOW	Yes	No	No
WESTRINGIA 'WYNYABBIE HIGHLIGHT'	AUSTRALIAN VARIEGATED ROSEMARY	5 GAL	LOW	Yes	No	No
PERENNIAL						
ACHILLEA MILLEFOLIUM	YARROW	1 GAL	LOW	Yes	No	Yes
ANIGOZANTHOS 'HARMONY'	KANGAROO PAW	5 GAL	LOW	Yes	No	No
DIETES GRANDIFLORA 'VARIEGATA'	STRIPED FORTNIGHT LILY	1 GAL	LOW	Yes	No	Yes
GROUNDCOVER						
ARCTOSTAPHYLOS 'PACIFIC MIST'	PACIFIC MIST MANZANITA	15 GAL	LOW	Yes	Yes	Yes
ARCTOSTAPHYLOS X 'PACIFIC MIST'	PACIFIC MIST MANZANITA	15 GAL	VERY LOW	Yes	Yes	No
LIRIOPE 'MONROE WHITE'	LILY TURF	1 GAL	MODERATE	No	No	No
GRASS						
CALAMAGROSTIS NUTKAENSIS 'THE KING'	PACIFIC REED GRASS	1 GAL	LOW	Yes	Yes	No
CALAMAGROSTIS X ACUTIFLORA 'KARL FOERESTER'	FEATHER REED GRASS	1 GAL	LOW	Yes	No	No
CAREX DIVULSA	BERKELEY SEDGE	1 GAL	LOW	Yes	No	Yes
CAREX PANSA	PACIFIC DUNE SEDGE	1 GAL	MODERATE	No	Yes	Yes
CHONDRPETALUM TECTORUM	CAPE RUSH	1 GAL	MODERATE	No	No	Yes
JUNCUS PATENS 'ELK BLUE'	ELK BLUE CALIFORNIA GRAY RUSH	1 GAL	HIGH	No	Yes	No
MUHLENBERGIA RIGENS	DEERGRASS	1 GAL	LOW	Yes	Yes	Yes
FERN						
BLECHNUM OCCIDENTALE	BUTTON SWORD FERN	1 GAL	HIGH	No	No	No
BLECHNUM SPICANT	DEER FERN	1 GAL	LOW	Yes	Yes	No
POLYPODIUM CALIFORNICUM 'SARAH LYMAN'	CALIFORNIA POLYPODY FERN 'SARAH LYMAN'	1 GAL	LOW	Yes	Yes	No
POLYSTICHUM MUNITUM	WESTERN SWORD FERN	1 GAL	MODERATE	No	Yes	No

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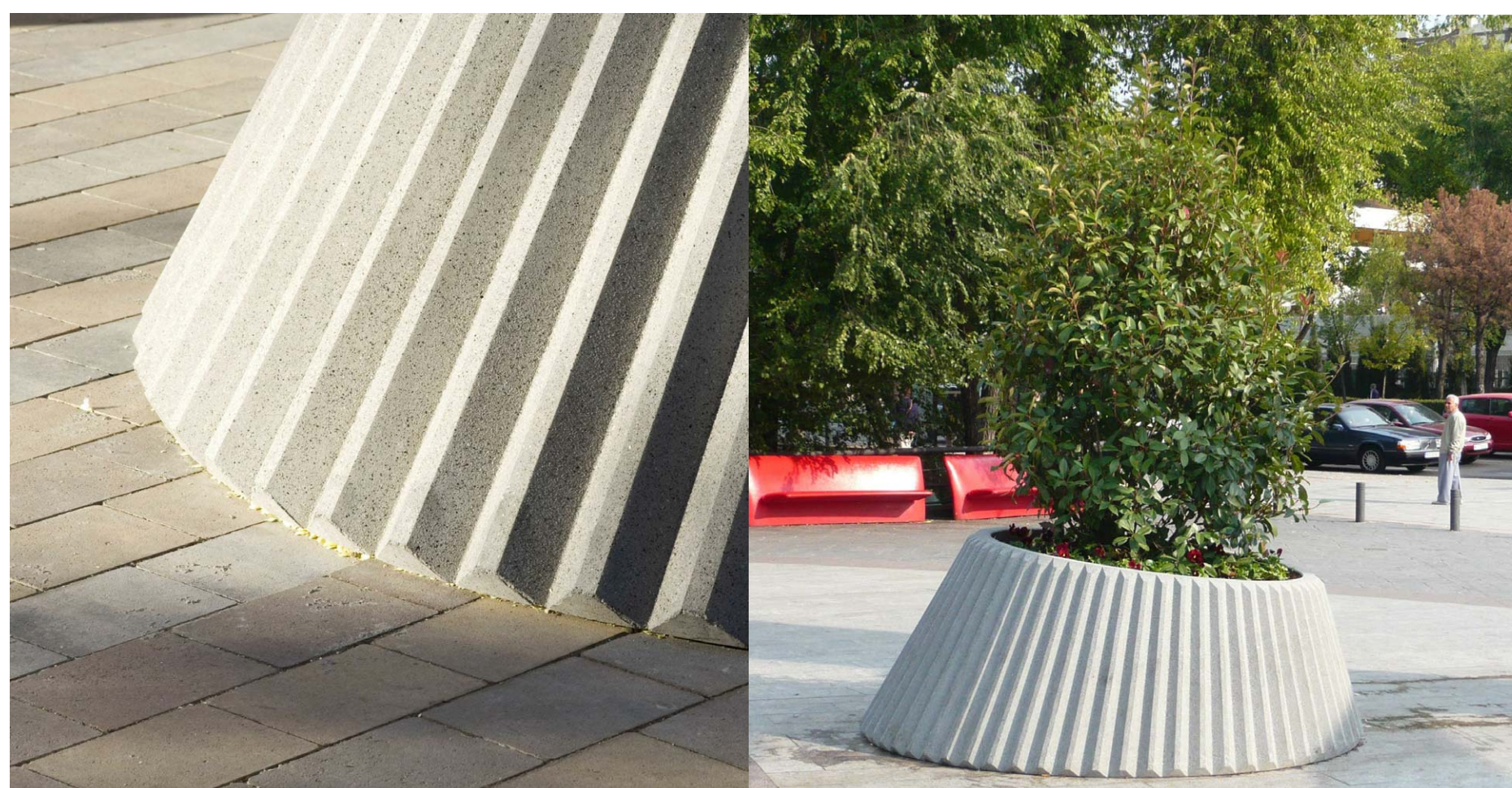
UNIT PAVERS



ADIRONDACK CHAIRS



PLANTERS AT PLAZA ENTRIES



OUTDOOR CHALKBOARD



WIND SCREEN



MEETING TABLE



MODULAR SEATWALLS



TABLE TENNIS/DINING TABLE



BOCCIE COURTS & LAWN AREAS



SHADE STRUCTURE FOR LAPTOPS



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scale:

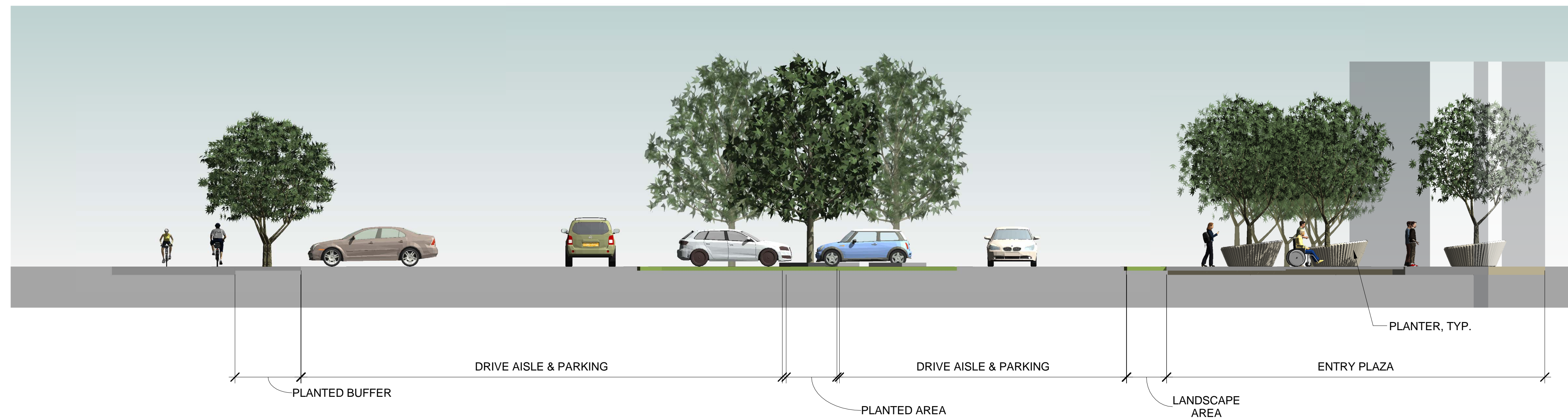
project number: Project Number

Landscape Inspiration

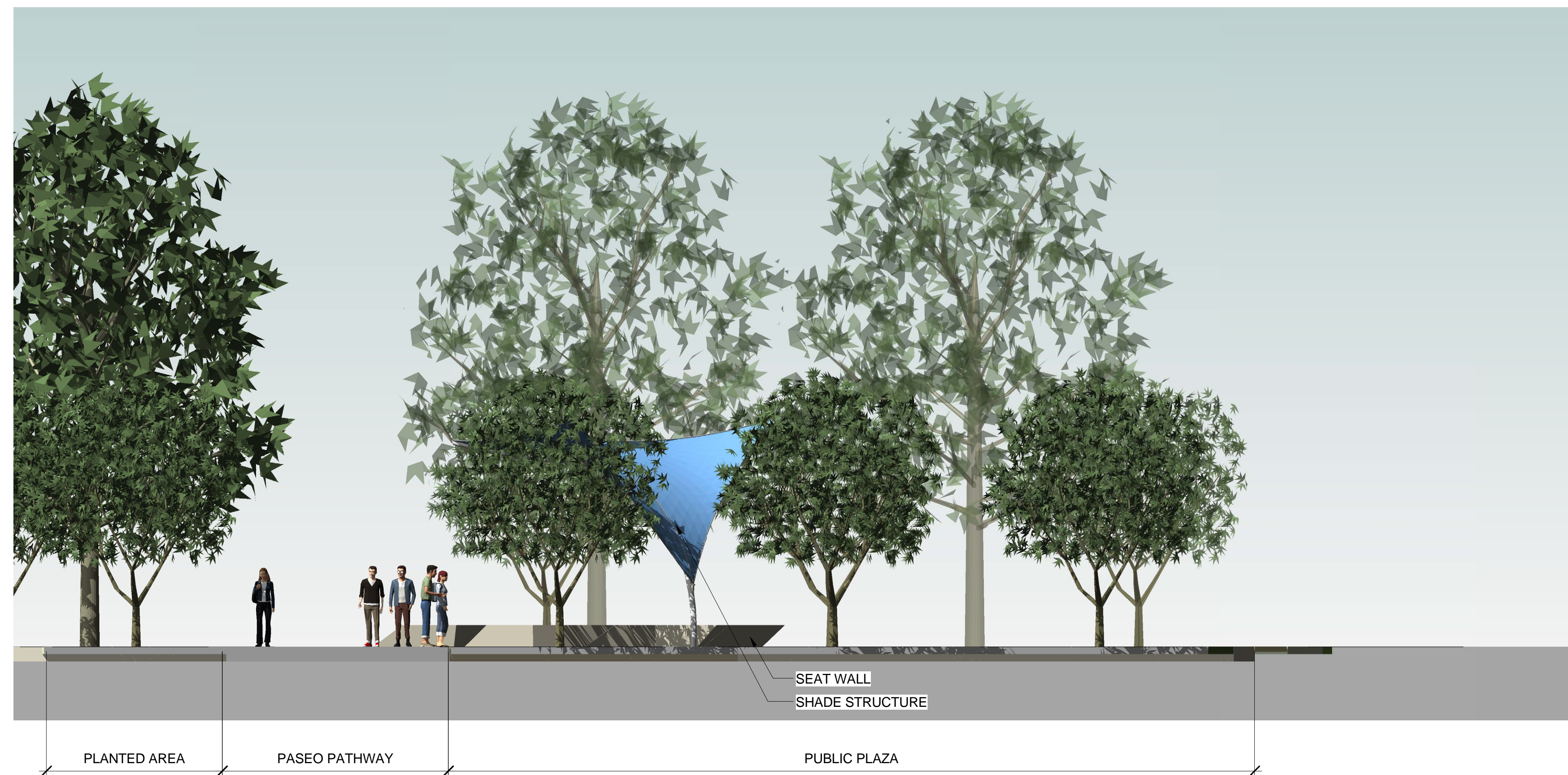
sheet no.:

L401

PLN2013-00045
EXHIBIT Z
FEBRUARY 20, 2014



② LANDSCAPE SECTION AT PEDESTRIAN & BIKE PATH
1/8" = 1'-0"



① LANDSCAPE SECTION AT PASEO
3/16" = 1'-0"

PLN2013-00045
EXHIBIT AA
FEBRUARY 20, 2014

vision
function
space
culture
ideas
experience

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architecture & interiors

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Fax 415.788.5216
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LANDSCAPE ARCHITECT
S

444 17th Street
Oakland CA 94612
tel 510.465.1284
fax 510.465.1256
pgadesign.com

SAN LEANDRO CROSSINGS
Westlake Development
San Leandro, CA

approved for the owner by : _____

approved for the architect by : _____ Approver

ISSUE : Project Status Issue Date

REVISIONS :

#	Description:	Date:

PROGRESS PRINT
DATE PLOTTED:
NOT FOR CONSTRUCTION

drawn by : Author plot date : 1/24/2014 4:04:53 PM

checked by : Checker

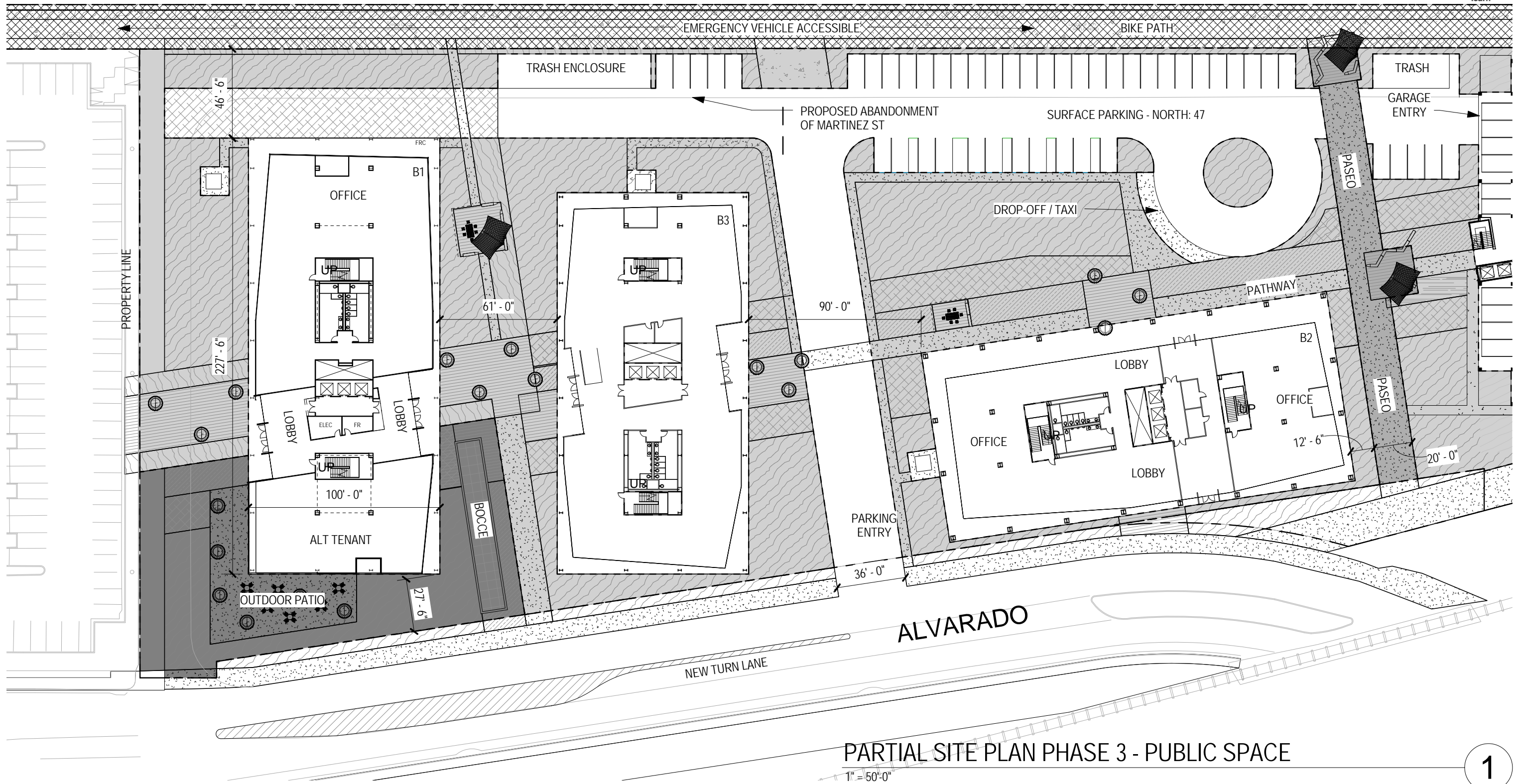
stamp :

scale : As indicated

project number : Project Number

Landscape Sections

sheet no. : L402



PARTIAL SITE PLAN PHASE 3 - PUBLIC SPACE

1" = 50'-0"



City of San Leandro

Meeting Date: April 7, 2014

Minute Order - Council

File Number: 14-128

Agenda Section: PUBLIC HEARINGS

Agenda Number:

TO: City Council

FROM: Chris Zapata
City Manager

BY: Cynthia Battenberg
Community Development Director

FINANCE REVIEW: Not Applicable

TITLE: MOTION Making Findings and Approving a Mitigated Negative Declaration and Associated Mitigation Monitoring Program for the Downtown Office/Technology Campus Project (PLN 2013-00045) at 1333 Martinez Street , Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2, and 75-42-2-1, as Complete and in Compliance with the California Environmental Quality Act (CEQA)



CITY OF SAN LEANDRO

MITIGATED NEGATIVE DECLARATION

Notice is hereby given that the City of San Leandro finds that no significant effect on the environment as prescribed by the California Environmental Quality Act of 1970, as amended will occur for the following proposed project:

- I. **PROJECT NAME:** San Leandro Downtown Technology Campus/Westlake Development Partners, LLC., Development Agreement Lot Line Adjustment/Planned Development/Site Plan Review. Planning Case File: PLN2013-00045
- II. **PROJECT APPLICANT:** Gary Wong, President, Westlake Development Partners, LLC., 520 El Camino Real, 9th Floor, San Mateo, California 94402-1722
- III. **PROJECT LOCATION:** The subject property encompasses an area totaling 317,600 square feet, or approximately 7.3 acres (including 1.8 acre of City right-of-way to be vacated). The site is located generally at 1333 Martinez Street and bounded by West Estudillo Avenue to the north, Thornton Street on the south, Alvarado Street on the west and Martinez Street on the east. The western boundary is adjacent to the Southern Pacific Railroad right of way. (Alameda County Assessor Parcel Numbers: 75-47-2, 75-47-7, 75-47-3-2; and 75-42-2-1)

IV. PROJECT DESCRIPTION:

The proposed project is a multi-phase, transit-oriented development project located adjacent to the Downtown San Leandro BART Station. The project will be the first development to implement the City's Transit Oriented Development Strategy (TOD Strategy) and is being evaluated under the Downtown Transit Oriented Strategy (TOD) EIR that was certified on September 4, 2007.

The 7.3-acre project site encompasses four separate parcels, identified as 1333 Martinez Street in this document. The project site is surrounded by professional office building to the north, industrial uses to the south, light industrial to the west and the San Leandro BART Station to the east. The site is vacant, relatively flat and has been previously graded and disturbed.

The proposed project includes the development of an Office/Technology Campus with up to a maximum of 500,000 square feet of office and other uses located in multiple buildings. The proposed Development Agreement, Lot Line Adjustment, Planned Development, and Site Plan Review Permit applications are the subjects of this review. It is expected that development will occur in three or more phases with a 132,000 square foot, six-story technology-focused office building and related site improvements are proposed in Phase 1. The project will be designed to meet LEED "Gold" requirements. Formal certification may or may not occur.

Phase I will also include on-site and off-site improvements including landscaping, bike path, pedestrian path and utilities. Surface parking will be provided for the development of Phase I while future phases will require the construction of a multi-level parking structure. On-site parking is expected to be provided at a maximum ratio of four (4) spaces per 1,000 square feet of building area during Phase 1. The parking ratio for future phases may be potentially reduced if reduced demand is demonstrated.

Pursuant to the Downtown TOD Strategy (Page 74 – Abandoned Streets), Martinez Street between Thornton Street and West Estudillo Avenue will be vacated as part of this proposal. The development plan for the vacated portion of the street includes pedestrian, bicycle, street, sidewalk, landscaping and utility improvements. As part of the overall development phasing plan, it may become necessary to record one or more Lot Line Adjustments to accommodate the buildings and parking layout on the site.

The project also includes the relocation of the existing at-grade railroad pedestrian crossing (currently located northeasterly of the Martinez Street terminus at West Estudillo Avenue between the subject property and the BART station) further south to provide more convenient access for pedestrians to access the BART fare gates. Public access to the crossing will be provided by a landscaped “Paseo” that will bisect the site in an east-west direction.

V. MANDATORY FINDINGS OF SIGNIFICANCE

The Planning and Housing Manager finds, based on the initial study, that the proposed project as described above will not have a significant effect on the environment and therefore does not require an environmental impact report. The mitigation measures identified herein would reduce all impacts to a less than significant level. Therefore, there is no substantial evidence, in light of the whole record before the agency, that the project, with mitigations, may have a significant effect on the environment.

VI. IDENTIFICATION OF ENVIRONMENTAL EFFECTS

An Initial Study conducted by the City of San Leandro (including an attached checklist) determined that the proposed project, with incorporated mitigation measures, will reduce any project impacts to a less than significant level. This Mitigated Negative Declaration has been prepared in accordance with Section 15070 of the State of California Environmental Quality Act (CEQA) Guidelines.

- A. The proposed project has been reviewed according to the standards and requirements of the California Environmental Quality Act (CEQA) and an Initial Study Environmental Evaluation Checklist has been prepared with a determination that the project will not have a significant impact on the environment and as long as the applicant complies with all identified mitigation measures.
- B. The project area is located within the seismically-active Bay Area. Therefore, the project applicant would be required to comply with all applicable State and City regulations to address geologic hazards. The mitigation measures are conditions of approval.

VII. SUMMARY OF MITIGATION MEASURES

Mitigation Measure #1: The applicant shall cooperate with the appropriate regional, state and federal agencies to implement the regional Clean Air Plan and enforce air quality standards in compliance with General Plan Policy 31.01.

Mitigation Measure #2: The applicant shall promote strategies that help improve air quality by reducing the necessity of driving, such as programs for carpooling and vanpooling, better provisions for bicyclists and pedestrians, and implementing mixed use and higher density development around transit stations in compliance with General Plan Policy 31.02.

Mitigation Measure #3: The applicant shall conduct pre-construction surveys for the presence of nesting birds within each of the project sites. The project applicant shall retain a qualified biologist to conduct a pre-construction breeding-season survey (approximately February 1 through August 31) to determine if any birds are nesting on or directly adjacent to the project area. The survey shall be conducted during the same calendar year that construction is planned to begin. If no nesting birds are found, no further action would be required.

If nesting birds are found within the trees on or directly adjacent to the project area, the project applicant shall avoid all birds nest sites located in the project area during the breeding season (approximately February 1 through August 31), or until it is determined by a qualified biologist that all young have fully fledged (left the nest). If the construction cannot be delayed, avoidance shall include the establishment of a non-disturbance buffer zone around the nest site. The size of the buffer zone will be determined in consultation with the CDFG. The buffer zone shall be delineated by highly visible temporary construction fencing, and shall remain in place until it is determined by a qualified biologist that all young have fully fledged (left the nest).

Mitigation Measure #4: The applicant shall cease any grading or construction activities and shall consult with appropriate representatives of the Native American Heritage Commission if human remains are discovered, in accordance with State Law and Section 7050.5 of the Health and Safety Code, Section 15064.5 (e) of the State CEQA Guidelines and Section 5097.98 of the Public Resources Code.

Mitigation Measure #5: The City of San Leandro has incorporated the 2012 International Building Code into its municipal building code (Title 7, Chapter 7-5). The project applicant would be required to comply with all applicable State and City regulations to address potential geologic hazards associated with the proposed project, including ground shaking and liquefaction. Geotechnical and seismic design criteria must conform to engineering recommendations in accordance with the seismic requirements of the 2013 San Leandro Building Code. Additionally, because the project site is in a liquefaction Seismic Hazard Zone, the project applicant will be required to comply with the guidelines set forth by California Geological Survey Special Publication 117.

Mitigation #6: Applicant shall be required to excavate, remove and recompact potentially liquefiable soil. In-site ground densification, for example, compaction with vibratory probes, dynamic consolidation, compaction piles, compaction grouting, etc., shall be conducted. Ground modification techniques, such as permeation grouting, columnar jet grouting, deep soil mixing, stone columns, gravel or other drains shall be implemented, and deep foundations shall be put in place to mitigate potential liquefaction-induced settlement impacts. Implementation of Mitigation Measure #6 reduces potential impacts to a less than significant level.

Mitigation Measure #7: (Subsurface Investigations)

Subsurface investigations are required prior to development of the San Leandro Downtown Tech Campus. The sampling and analysis programs will be specific to each site based on the prior uses of that site. Additional groundwater sampling and analysis program will be implemented if necessary for chemical constituents that could have migrated onto the sites from off-site upgradient sources, if identified during due diligence. Detection limits for the analytical program will be sufficiently low to allow assessment of risks to human health under construction worker and residential exposure scenarios.

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents, a California state environmental regulatory agency will be consulted to provide its opinion on the findings of the subsurface investigations and the assessment of risk. This opinion would be sought prior to initiating construction.

Mitigation Measure #8: (Pre Development Mitigation Measures)

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents and a California state environmental regulatory agency determines that an active remedial response is warranted, the following mitigation measures listed below include methods that may be employed to mitigate unacceptable risks to human health of construction works and future residents.

- Remove the impacted soil and dispose of off-Site;
- Install a cap to prevent contact with the contamination;
- Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
- Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
- Conduct in situ bioremediation measures; or
- Implement liquid or vapor extraction measures.

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures.

Remedial action plans would be approved in advance by a state environmental regulatory agency. Any cleanup or remediation would be required to meet applicable federal, state and local laws, regulations and requirements.

Mitigation Measure #9: (Risk Management Measures for Construction Phases)

The following are risk management procedures to be followed by future contractors during site preparation and construction activities. General soil management protocols are presented; as well as, protocols for managing fill soils that may be brought to the Sites during filling operations.

- Pre-Construction Planning and Notification: Prior to the start of construction activities involving below-ground work, information regarding known areas of contamination shall be provided to the contractor by the Site owner.

- **Site-Specific Health and Safety Worker Requirements:** Each contractor will be responsible for the health and safety of their own workers, including, but not limited to, preparation of their own health and safety plan (HSP) and injury and illness prevention plan (IIPP). The purpose of these documents is to provide general guidance to the work hazards that may be encountered during each phase of construction activities
- Contractors are also required to determine the requirements for worker training, based on the level of expected contact to soil, soil vapor, and groundwater associated with the contractor's activities and locations. The HSP shall contain provisions for limiting and monitoring chemical exposure to construction workers, chemical and non-chemical hazards, emergency procedures, and standard safety protocols. Depending upon known conditions at the time of site development, employees conducting earthwork activities at the Site may be required to complete a 40-hour HAZWOPER training course (29 CFR 1910.120 (e)), including respirator and personal protective equipment training.
- **Construction Impact Mitigation Measures:** During construction, measures shall be taken by contractors to minimize dust generation, storm water runoff and tracking of soil off the Sites. In addition, measures will be taken to reduce the potential for the creation of preferential pathways (vertical or horizontal) for COPCs detected at the Sites during the planned subsurface investigations of soil, soil gas and/or groundwater beneath the Sites. Construction impact mitigation measures are described below.
- **Site Control:** Site control procedures shall be implemented to control the flow of personnel, vehicles and materials in and out of the Sites while working in known contaminated areas. (Currently, there are no known contaminated areas.) The control measures described below will help control the spread of COPCs.
- The perimeter of the sites shall be fenced. Access and egress shall be controlled at the appropriate locations. Signs will be posted instructing visitors to sign in at the project support areas at all site entrances.
- **Equipment Decontamination:** Contractors whose vehicles and construction equipment contact soil that is suspected of being contaminated shall be required to clean the equipment upon leaving the contaminated area. A decontamination area will be established near the construction exit of each area. Soil will be removed from the equipment and vehicles before leaving the contaminated area. Cleaning methods used may include dry methods, such as brushing, scraping, or vacuuming. If dry methods are not effective, wet methods, such as steam cleaning or pressure-washing, should be used. The contractor will contain, manage, and collect samples of the rinse water for analytical testing by a state certified laboratory prior to appropriate disposal. Decontamination procedures shall be developed and implemented by the construction contractor to minimize the possibility that equipment releases contaminated soil onto public roadways or to on-Site areas containing "clean" cover materials or new paving.
- **Personal Protective Equipment:** Personal Protective Equipment (PPE) and clothing shall be used to isolate workers from COPCs and physical hazards.

The minimum level of protection for workers coming into direct contact with contaminated materials will be Level D:

- Coveralls or similar clothing,
 - Reflective safety vests,
 - Work gloves, as necessary,
 - Steel-toed boots,
 - Safety glasses, as necessary,
 - Hard hat, and
 - Hearing protection, as necessary.
- **Dust Control:** Construction operations will be conducted to minimize the creation and dispersion of dust, including the following measures:
 - Application of water while grading, excavating, and loading, as needed;
 - Limiting vehicle speeds to 15 miles per hour on unpaved portions of the Sites;
 - Minimizing drop heights while loading/unloading soil; and,
 - Soil that is suspected of being contaminated will be covered by an impermeable layer.
 - Additional dust control measures may be identified and implemented by contractors, as necessary, especially if dry and windy conditions persist during periods of earthwork.
 - Compliance with all Bay Area Air Quality Management District rules and regulations.
 - **Vertical and Horizontal Preferential Pathways:** If development plans include the construction of deep foundations, the foundation of the buildings shall incorporate measures to help reduce the potential for the downward migration of contaminated groundwater. These measures shall be identified in the site-specific geotechnical investigation reports. Appropriate measures shall be implemented to reduce vapor migration through trench backfill and utility conduits. Such measures may include placement of low-permeability backfill “plugs” at intervals on-site and where utilities extend off current parcel boundaries.
 - **Storm Water Pollution Controls:** A storm water pollution prevention plan (SWPPP) will be required to be prepared for the site. Storm water pollution controls shall be based on best management practices (BMPs), such as those described in “Guidelines for Construction Projects” and “Erosion and Sediment Control Field Manual” published by the San Francisco Regional Water Quality Control Board.
 - **Excavation De-Watering:** Although not anticipated, if excavation de-watering is required, the water will be sampled and analyzed prior to pumping to evaluate discharge alternatives. The developer’s environmental consultant shall collect a sample of the water for

laboratory analyses for COPCs; other analyses may be required, based on the intended disposal or re-use of the water.

- **Additional Soil Management Protocols During Construction Activities:** Soil with residual COPCs may be present on-site. Subsurface investigations planned for the Sites will determine the presence or absence of COPCs in soils. Once soils are tested, a Site specific soil management plan (SMP) will be prepared. At the present time, there are no known chemical source areas or areas of soil contamination on either Site. The protocols to be followed in the event that unknown areas of contamination are identified during development are described in this section.
- **Procedures for Discovery of Unknown Areas of Contamination:** Site development activities may result in the identification of previously unknown areas or types of contamination. Unknown conditions which may trigger contingency monitoring procedures during site development include, but are not limited to, the following:
 - Oily, shiny, or chemical saturated soils;
 - Soil with a significant chemical or hydrocarbon-like odor; or
 - Significantly discolored soils.

Upon the discovery of one of the conditions identified above, the contractor will conduct the contingency monitoring. Contingency monitoring, if conducted, will consist of the following steps: If unknown areas of potential discolored soils are encountered, additional analyses should be conducted for the suspected constituents to assess the actual composition of the suspected contamination. A State environmental regulatory agency should be contacted for assistance in determining if additional sampling and potential mitigation is necessary. If the encountered materials are suspected to contain volatile organic chemicals, the following contingency monitoring procedures may be followed:

Conduct contingency monitoring by taking organic vapor readings using an organic vapor meter (OVM) or an organic vapor analyzer (OVA) to screen for the presence of fuel, oil, or solvents. If the OVM/OVA indicates that an unknown area of fuel, oil, or solvents has been detected, then a State environmental regulatory agency should be notified to determine if additional sampling is appropriate prior to continuing construction in that area. OVM or equivalent screening methods will be conducted by experienced personnel only.

If an unknown area of soil contamination has been identified, and the State environmental regulatory agency requests additional characterization, the following steps will be taken:

- Soil samples will be collected from the identified area and analyzed for the likely COPC, depending on the suspected type of contamination. The sampling strategy will be discussed with a State environmental regulatory agency prior to the initiation of the sampling activities. Analytical results collected from the suspected source will be compared to the health-based screening levels and results discussed with a State environmental regulatory agency. If the levels are below the relevant health-based screening levels and the State environmental regulatory agency concurs, no additional action may be necessary.
- If the soil contains COPCs at levels that exceed the relevant health-based screening levels, or if the State regulatory agency concludes that an unacceptable risk to construction worker or future residents may be present, then management measures, such as the following, will be undertaken:
 - Remove the impacted soil and dispose of off-Site;
 - Install a cap to prevent contact with the contamination;
 - Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
 - Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
 - Conduct in situ bioremediation measures; or
 - Implement liquid or vapor extraction measures.

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures. Construction activities in the specific area where the unknown conditions were identified will resume following the completion of the additional sampling activities and the implementation of any required responses.

Any cleanup or remediation shall be required to meet applicable federal, state and local laws, regulations and requirements.

- **Imported Fill:** To minimize the potential introduction of contaminated fill, all imported fill shall have adequate documentation so it can be verified that the fill source is appropriate for the site's intended use. Documentation shall include detailed information on previous land use of the fill source, any Phase I Environmental Site Assessments performed and the findings, and the results of any analytical testing

performed. If no documentation is available or the documentation is inadequate or if no analytical testing has been performed, samples of the potential fill material shall be collected and analyzed. The analyses selected shall be based on the fill source and knowledge of the previous land use as determined by the developer's environmental consultant. The sample frequency for potential fill material shall be in accordance with that outlined in the Department of Toxic Substances Control technical document titled, "Information Advisory on Clean Imported Fill Material". The developer's environmental consultant shall approve the use of imported fill.

Mitigation Measure #10: Prior to issuance of a grading permit, the project applicant must prepare and implement an erosion and sediment control plan (ESCP) including interim and permanent erosion and sediment control measures, and a pollutant control plan (PCP).

Mitigation Measure #11: Prior to issuance of a grading permit, the project applicant shall file the required documentation to the State Water Resources Quality Board and prepare a Storm Water Pollutant Prevention Plan (SWPPP) which will be reviewed and approved by the City Engineer. The City Engineer must conduct inspections prior to issuing a certificate of occupancy, to ensure that requirements are complied with.

Mitigation Measure #12: The applicant will comply with applicable waste discharge requirements and municipal code requirements including preparation of a SWPPP for construction activities and compliance with the Alameda Countywide Clean Water Program (ACCWP). These permit programs are designed to prevent violation of water quality standards through mitigation and control of pollutant transport in storm water runoff and infiltrating waters. The City of San Leandro Municipal Code ensures that permit conditions are met.

Mitigation Measure #13: Applicant shall be required to demonstrate adequacy of the existing storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, upgrade the storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, or meter run-off from the site so that it leaves the site at the same rate as it currently does.

Mitigation Measure #14: Applicant shall remove pollutants from storm water prior to discharging the water from the site per the current NPDES permit

Mitigation Measure #15: All commercial construction shall comply with the City's existing building codes related to sound attenuation.

Mitigation Measure #16: All construction activity shall comply with the City's Noise Ordinance (Municipal Code Chapter 4-1, Section 11) so as not to make or cause disturbing, excessive or offensive noise which causes annoyance or discomfort to persons.

Mitigation Measure #17: The minimum levels of service standards for police and fire response times shall be maintained in accordance with General Plan Policy 45.01.

Mitigation Measure #18: The applicant shall incorporate lighting, landscaping and other design features that reduce the potential for crime and facilitate rapid response to emergency calls in accordance with General Plan Policy 45.06.

Mitigation Measure #19: The significant impact at this intersection during the PM peak hour can be mitigated by restriping the eastbound approach to be two lanes, a shared left through lane and a shared through-right lane. These improvements would occur within the existing right-of-way. This mitigation measure results in the intersection operating at LOS E during the PM peak-hour. Therefore, this impact is less than significant.

Mitigation Measure #20: The applicant shall promote the efficient use of existing water supplies through a variety of water conservation measures, including evaluating the potential for the use of recycled water for landscaping in accordance with General Plan Policy 27.02.

Mitigation Measure #21: The applicant shall conserve water through the use of such measures as low-flow plumbing fixtures and water-saving appliances in accordance with General Plan Policy 27.04.

Mitigation Measure #22: The applicant shall be required to pay its fair share of the cost of improving the water, sewer, drainage and other infrastructure systems needed to serve the development through use fees or other appropriate forms of mitigation in accordance with General Plan Policy 52.02.

Mitigation Measure #23: American Disabilities Act (ADA)-compliant Detectable Warning Devices (Truncated Domes), bike lanes, pedestrian channelization barriers and swing gates shall be installed at the Davis Street crossing (DOT#749728V). Fencing the railroad right-of-way must be considered in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.

Mitigation Measure #24: ADA detectable warning devices are to be installed on all sidewalks approaches near the Davis Street crossing in the proximity of the project site (DOT#834250S). In addition, fencing the railroad right-of-way must be considered in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.

Mitigation Measure #25: Improve the Alvarado Street crossing (DOT#912075T) by adding pedestrian channelization barriers and swing gates.

Mitigation Measure #26: ADA detectable warning devices are to be installed on all sidewalks approaches near the Thornton Street crossing in the proximity of the project site (DOT#834254U). In addition, parking shall be restricted within 70 feet of the railroad crossing.

Mitigation Measure #27: ADA detectable warning devices are to be installed on all sidewalks approaches near the Parrott Street crossing in the proximity of the project site (DOT#834253M). In addition, parking shall be restricted within 70 feet of the railroad crossing.

Mitigation Measure #28: Pavement markings and signage on the proximal railroad crossings are to be verified that they are in compliance with the California Manual on Uniform Traffic Control Devices.

VIII. PERSON WHO PREPARED INITIAL STUDY:



Tom Liao, Planning and Housing Manager

Date: January 16, 2014

IX. REVIEW PERIOD:

The review period is from January 20, 2014 to February 19, 2014. All written comments regarding this Mitigated Negative Declaration must be received by the City of San Leandro, Planning Services Division, 835 East 14th Street, San Leandro, California 94577, no later than 4:00 p.m., February 19, 2014.

The City of San Leandro Planning Commission will review the Proposed Initial Study and Mitigated Negative Declaration, and provide a recommendation to the City of San Leandro City Council, the Decision Making Authority, regarding this project.

The Planning Commission Public Hearing is scheduled for 7:00 p.m., February 20, 2014, in the City Council Chambers, 1st Floor of City Hall, 835 East 14th Street, San Leandro, California.

The City Council Public Hearing to consider action on this Mitigated Negative Declaration and this project is scheduled for 7:00 p.m., March 17, 2014, City Council Chambers, 1st Floor of City Hall, 835 East 14th Street, San Leandro, California.

COPY OF INITIAL STUDY IS ATTACHED

For additional information, please contact the City of San Leandro, Planning Services Division, 835 East 14th Street, San Leandro, California 94577, Telephone (510) 577-3314, or e-mail epenaranda@sanleandro.org

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CITY OF SAN LEANDRO
COMMUNITY DEVELOPMENT DEPARTMENT
Planning Services Division

INITIAL STUDY CHECKLIST FORM

1. **Project Title:** San Leandro Downtown Technology Campus/Westlake Development Partners, LLC., Development Agreement Lot Line Adjustment/Planned Development/Site Plan Review. Planning Case File: PLN2013-00045
2. **Lead Agency Name and Address:** City of San Leandro
835 East 14th Street
San Leandro, California 94577
3. **Contact Person and Phone Number:** Tom Liao, Planning and Housing Manager
(510) 577-6003
4. **Project Location:** The subject property encompasses an area totaling 317,600 square feet, or approximately 7.3 acres (including 1.8 acre of City right-of-way to be vacated). The site is located generally at 1333 Martinez Street and bounded by West Estudillo Avenue to the north, Thornton Street on the south, Alvarado Street on the west and Martinez Street on the east. The western boundary is adjacent to the Southern Pacific Railroad right of way.(Alameda County Assessor Parcel Numbers: 75-47-2, 75-47-7, 75-47-3-2; and 75-42-2-1).
5. **Project Sponsor's Name and Address:** Gary Wong, President
Westlake Development Partners, LLC
520 El Camino Real, 9th Floor
San Mateo, California 94402-1722
6. **General Plan Designation:** Transit-Oriented Development Mixed Use
7. **Zoning:** DA-5(S) and PS(S)
8. **Project Description:** **San Leandro Downtown Technology Campus**
The proposed project is a multi-phase, transit-oriented development project located adjacent to the Downtown San Leandro BART Station. The project will be the first development to implement the City's Transit Oriented Development Strategy (TOD Strategy) and is being evaluated under the Downtown Transit Oriented Strategy (TOD) EIR that was certified on September 4, 2007.

The 7.3-acre project site encompasses four separate parcels, identified as 1333 Martinez Street in this document. The project site is surrounded by professional office building to the north, industrial uses to the south, light industrial to the west and the San Leandro BART Station to the east. The site is vacant, relatively flat and has been previously graded and disturbed.

The proposed project includes the development of an Office/Technology Campus with up to a maximum of 500,000 square feet of office and other uses located in multiple buildings. The proposed Development Agreement, Lot Line Adjustment, Planned Development, and Site Plan Review Permit applications are the subjects of this review. It is expected that development will occur in three or more phases, with a 132,000 square foot, six-story technology-focused office building and related site improvements proposed in Phase I. The project will be designed to meet LEED "Gold" requirements. Formal certification may or may not occur.

Phase I will also include on-site and off-site improvements including landscaping, bike path, pedestrian path and utilities. Surface parking will be provided for the development of Phase I while future phases will require the

construction of a multi-level parking structure. On-site parking is expected to be provided at a maximum ratio of four (4) spaces per 1,000 square feet of building area during Phase 1. The parking ratio for future phases may be potentially reduced if reduced demand is demonstrated.

Pursuant to the Downtown TOD Strategy (Page 74 – Abandoned Streets), Martinez Street between Thornton Street and West Estudillo Avenue will be vacated as part of this proposal. The development plan for the vacated portion of the street includes pedestrian, bicycle, street, sidewalk, landscaping and utility improvements. As part of the overall development phasing plan, it may become necessary to record one or more Lot Line Adjustments to accommodate the buildings and parking layout on the site.

The project also includes the relocation of the existing at-grade railroad pedestrian crossing (currently located northeasterly of the Martinez Street terminus at West Estudillo Avenue between the subject property and the BART station) further south to provide more convenient access for pedestrians to access the BART fare gates. Public access to the crossing will be provided by a landscaped "Paseo" that will bisect the site in an east-west direction.

Project-specific impacts other than those identified in the TOD Strategy EIR are evaluated here.

9. **Surrounding Land Uses and Setting:** North: Commercial Office
South: Industrial
East: San Leandro BART Station
West: Light Industrial
10. **Other public agencies whose approval is required:** Approval by the Public Utilities Commission for the relocation of the at-grade railroad pedestrian crossing will be required. A Water Service Agreement (WSA) was approved by East Bay Municipal Utility District in December 2013.

ENVIRONMENTAL FACTORS POTENTIALLY AFFECTED:

The environmental factors checked below would be potentially affected by this project, involving at least one impact that is a "Potentially Significant Impact" as indicated by the checklist on the following pages.

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Aesthetics | <input type="checkbox"/> Agriculture and Forestry Resources | <input checked="" type="checkbox"/> Air Quality |
| <input type="checkbox"/> Biological Resources | <input type="checkbox"/> Cultural Resources | <input checked="" type="checkbox"/> Geology/Soils |
| <input type="checkbox"/> Greenhouse Gas Emissions | <input checked="" type="checkbox"/> Hazards & Hazardous Materials | <input checked="" type="checkbox"/> Hydrology/Water Quality |
| <input checked="" type="checkbox"/> Land Use/Planning | <input type="checkbox"/> Mineral Resources | <input checked="" type="checkbox"/> Noise |
| <input type="checkbox"/> Population/Housing | <input checked="" type="checkbox"/> Public Services | <input type="checkbox"/> Recreation |
| <input checked="" type="checkbox"/> Transportation/Traffic | <input checked="" type="checkbox"/> Utilities/Service Systems | <input checked="" type="checkbox"/> Mandatory Findings of Significance |

DETERMINATION:

On the basis of this initial evaluation:

- I find that the proposed project **COULD NOT** have a significant effect on the environment, and a **NEGATIVE DECLARATION** will be prepared.
- I find that although the proposed project **COULD** have a significant effect on the environment, there will not be a significant effect in this case because revisions in the project have been made by or agreed to by the project proponent. **A MITIGATED NEGATIVE DECLARATION** will be prepared.
- I find that the proposed project **MAY** have a significant effect on the environment, and an **ENVIRONMENTAL IMPACT REPORT** is required.
- I find that the proposed project **MAY** have a "potentially significant impact" or "potentially significant unless mitigated" impact on the environment, but at least one effect 1) has been adequately analyzed in an earlier document pursuant to applicable legal standards, and 2) has been addressed by mitigation measures based on the earlier analysis as described on attached sheets. An **ENVIRONMENTAL IMPACT REPORT** is required, but it must analyze only the effects that remain to be addressed.

I find that although the proposed project could have a significant effect on the environment, because all potentially significant effects (a) have been analyzed adequately in an earlier **EIR** or **NEGATIVE DECLARATION** pursuant to applicable standards, and (b) have been avoided or mitigated pursuant to that earlier **EIR** or **NEGATIVE DECLARATION**, including revisions or mitigation measures that are imposed upon the proposed project, nothing further is required.

Signature: Tom Liao

Date: January 16, 2014

Printed name: Tom Liao

Title: Planning and Housing Manager

ENVIRONMENTAL IMPACTS:

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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I. AESTHETICS. *Would the project:*

a. Have a substantial adverse effect on a scenic vista?				X
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Comment: There are no designated scenic vistas or scenic resources on or adjacent to the project area. Accordingly, the proposed project would have no impact on scenic resources nor damage scenic resources within a state scenic highway.

b. Substantially damage scenic resources, including, but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway?				X
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Comment: The proposed development is proposed for land that is currently vacant and includes limited trees, no rock outcroppings and no historic buildings. It is not located within a state scenic highway and therefore, would not be a substantial adverse effect on scenic resources.

c. Substantially degrade the existing visual character or quality of the site and its surroundings?			X	
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Comment: The proposed development is located in a relatively flat area of downtown San Leandro in an area that has been zoned by the City for the type of buildings proposed. The surrounding area includes industrial and commercial uses and is located adjacent to the Downtown San Leandro BART Station. The visual setting is characterized by one- and two-story commercial office and light industrial buildings. The project site has been previously graded and disturbed and is presently a vacant lot surrounded by a commercial office building to the north, industrial uses to the south, light industrial to the west and the San Leandro BART Station and associated parking lots to the east. There is limited natural landscaping in the project vicinity. A small cluster of mature trees occurs along the easterly and westerly edges of the project site along Alvarado Streets and Martinez Streets. There is limited ornamental landscaping in the form of mature trees surrounding adjacent buildings and in adjacent parking lots. The project site is visible from San Leandro Boulevard on the east, as well as from surrounding roadways and adjacent development. Distant views to and from the project site are limited due the flat topography and the presence of existing development. However, the East Bay Hills are visible from some areas of the project site beyond the BART Station. The project site would be visible to BART riders as they pass the project site from the BART trains leaving and entering the San Leandro BART Station.

While the proposed project will change the visual character and quality of the project site, which is currently vacant and currently surrounded by low-rise, light industrial and commercial buildings, the change in character is not considered a significant impact.

d. Create a new source of substantial light or glare which would adversely affect day or nighttime views in the area?			X	
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Comment: Existing lighting at the project site is non-existent, since it is currently vacant. Surrounding light sources are characterized by low-intensity security and safety lighting along walkways, within the adjacent BART parking lots, and at building entrances. The proposed project will include lighting plans to address nighttime and security lighting, however, the new buildings may involve lighting designs or construction materials that could increase potential light and glare impacts for neighboring uses and motorists. The Applicant will be required to design street, site and other exterior lighting to reduce glare on adjacent properties by using techniques such as automatic shut off controls and glare shields and by appropriately orienting and positioning fixtures at a height consistent with the intended use. Therefore, the development will not create a source of substantial light or glare that would adversely affect day or nighttime views in the area.

II. AGRICULTURE RESOURCES. *In determining whether impacts to agricultural resources are significant environmental effects, lead agencies may refer to the California Agricultural Land Evaluation and Site Assessment Model (1997) prepared by the California Department of Conservation as an optional model to use in assessing impacts on agriculture and farmland. Would the project:*

	Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
a. Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance (Farmland), as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use?				X
<u>Comment:</u> There is no designated farmland in San Leandro.				
b. Conflict with existing zoning for agricultural use, or a Williamson Act contract?				X
<u>Comment:</u> There is no land within San Leandro that is subject to a Williamson Act contract. Furthermore, the proposed development is located on land zoned and used for industrial general purposes.				
c. Involve other changes in the existing environment which due to their location or nature, could result in conversion of Farmland, to non-agricultural use?				X
<u>Comment:</u> There is no designated farmland in San Leandro.				

III. AIR QUALITY. *Where available, the significance criteria established by the applicable air quality management or air pollution control district may be relied upon to make the following determinations. Would the project:*

a. Conflict with or obstruct implementation of the applicable air quality plan?		X		
b. Violate any air quality standard or contribute substantially to an existing or projected air quality violation?		X		
c. Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is non-attainment under an applicable federal or state ambient air quality standard (including releasing emissions which exceed quantitative thresholds for ozone precursors)?		X		
d. Expose sensitive receptors to substantial pollutant concentrations?		X		
e. Create objectionable odors affecting a substantial number of people?			X	

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comment a-e: The proposed project will intensify existing land uses at the project site and permit office and commercial uses that do not currently exist on the site. The traffic related to the new office and commercial uses could result in additional regional air emissions, although traffic generation is expected to be substantially reduced as this is a transit-oriented development located at a BART station. This increase in emissions could contribute to local traffic congestion that may result in "hotspots" of localized air pollutants such as carbon monoxide. In addition, the construction activities involved during the construction phase of the project would emit particulate matter and construction equipment exhausts. Also, new uses could create odors that may disturb any sensitive receptors near the project area. Because of potential new uses, the proposed project may hinder efforts to attain state and federal air quality standards for ozone and small particulate matter, for which the Bay Area is in nonattainment. Any of these effects would be considered potentially-significant impacts. This project is a development at a transit station (BART) and meets the city's TOD Strategy for reducing driving and air pollution due to lower vehicle miles traveled.

Air-quality related concerns were examined in both the *San Leandro General Plan EIR* and the *Downtown San Leandro Transit Oriented Development Strategy EIR*. Specific uses by square footage, and their impacts were analyzed in the TOD Strategy. The impact of 718,000 square feet of office was analyzed and this application falls within the umbrella/overarching analysis. Specific policies, actions and mitigation measures were developed as part of the San Leandro General Plan and Downtown San Leandro TOD Strategy to reduce air quality impacts, as follows:

Mitigation Measure #1: The applicant shall cooperate with the appropriate regional, state and federal agencies to implement the regional Clean Air Plan and enforce air quality standards in compliance with General Plan Policy 31.01.

Mitigation Measure #2: The applicant shall promote strategies that help improve air quality by reducing the necessity of driving, such as programs for carpooling and vanpooling, better provisions for bicyclists and pedestrians, and implementing mixed use and higher density development around transit stations in compliance with General Plan Policy 31.02.

Implementation of Mitigation Measures #1 and 2 will reduce potential impacts to a less than significant level.

IV. BIOLOGICAL RESOURCES. *Would the project:*

a. Have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service?		X		
b. Have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional plans, policies, regulations or by the California Department of Fish and Game or U.S. Fish and Wildlife Service?		X		
c. Have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means?				X
d. Interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites?			X	
e. Conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinances?				X
f. Conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan?				X

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comment a-b: The California Natural Diversity Database (CNDDDB) for the U.S. Geological Survey (USGS) San Leandro, Hayward, Oakland East, Oakland West, Las Trampas Ridge and Newark 7.5-minute quadrangles identifies 82 special-status plant and animal species, and four sensitive natural communities in the database. This includes species listed as rare, threatened, endangered, or proposed for listing as such, under the California and Federal Endangered Species Acts, species of special concern to California Department of Fish and Game (CDFG), and plants on the California Native Plant Society (CNPS) list 1 or 2 (considered rare or endangered within California and elsewhere). The extensive species lists generated by the CNDDDB and CNPS queries are the result of populations of sensitive species associated with freshwater wetlands and undisturbed native grasslands found within the region (primarily east of the project site); and species associated with the brackish and freshwater habitats of San Francisco Bay (approximately two miles west of the project site).

Although the distance to some of these known resources is less than two miles, the site does contain vacant land. Plant species within and adjacent to the project sites are limited to ruderal vegetation and ornamental species confined to limited landscaping on the property, and introduced weedy annual grasses and forbs occurring in pavement cracks, or other highly disturbed unpaved areas. No sensitive natural communities such as vernal pools, marshes or riparian areas are present within, or adjacent to the project boundaries. Therefore, implementation of the proposed project would not result in impacts on any special-status plant or wildlife species or on any sensitive natural communities.

An examination of the limited number of trees and shrubs on the site during the field investigation did not reveal the presence of any nests of birds protected by the Migratory Bird Treaty Act. However, any project activities that would result in the removal of existing woody vegetation could potentially impact nesting birds; that is, the loss of young birds or the abandonment of an active nest, which would be a violation of Fish and Game Code Section 3503 and the federal Migratory Bird Treaty Act and would be potentially significant impact. The mitigation measure below would reduce potential impacts to nesting birds to a less-than-significant level.

Mitigation Measure #3: The applicant shall conduct pre-construction surveys for the presence of nesting birds within each of the project sites. The project applicant shall retain a qualified biologist to conduct a pre-construction breeding-season survey (approximately February 1 through August 31) to determine if any birds are nesting on or directly adjacent to the project area. The survey shall be conducted during the same calendar year that construction is planned to begin. If no nesting birds are found, no further action would be required.

If nesting birds are found within the trees on or directly adjacent to the project area, the project applicant shall avoid all birds nest sites located in the project area during the breeding season (approximately February 1 through August 31), or until it is determined by a qualified biologist that all young have fully fledged (left the nest). If the construction cannot be delayed, avoidance shall include the establishment of a non-disturbance buffer zone around the nest site. The size of the buffer zone will be determined in consultation with the CDFG. The buffer zone shall be delineated by highly visible temporary construction fencing, and shall remain in place until it is determined by a qualified biologist that all young have fully fledged (left the nest).

Implementation of Mitigation Measure #3 reduces potential impacts to a less than significant level.

Comment c-d: No "wetlands or other waters of the United States" are present within, or adjacent to the project boundaries, as the surrounding sites are almost entirely developed. Implementation of the proposed project would not result in a substantial adverse effect on any wetland protected by state or federal regulations. As the surrounding area is almost entirely developed, it does not serve as a migratory corridor for native species; nor does it provide nesting sites for wildlife species. Therefore, no further analysis is necessary.

Comment e-f: Implementation of the project will not result in conflicts with any local tree protection ordinances and will likely result in a net increase in tree cover, as the property is developed and landscaped. The project site and surrounding area does not lie within or adjacent to an adopted Habitat Conservation Plan, Natural Community Conservation Plan or other approved local, regional, or state habitat conservation plan. Accordingly, there would be no impact to these resource areas.

V. CULTURAL RESOURCES. *Would the project:*

a. Cause a substantial adverse change in the significance of a historical resource as defined in Sec. 15064.5?				X
b. Cause a substantial adverse change in the significance of an archaeological resource pursuant to Sec. 15064.5?			X	
c. Directly or indirectly destroy a unique paleontological resource or site or unique geologic feature?		X		
d. Disturb any human remains, including those interred outside of formal cemeteries?			X	

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comment a-d: Historic and archaeological resources were evaluated in the Downtown San Leandro TOD Strategy EIR (September 2007) and in the San Leandro General Plan EIR (November 2001). A review of historical maps indicate that the property, while currently vacant, was previously used as the Del Monte Processing Plant, but that building has since been demolished. The Del Monte facility was first identified in the 1968 Sanborn Map. There is the presence of residual foundation structures along the southwestern boundary of the property that are left behind from the previous use. However, since the State Office of Historic Preservation typically considers structures to be potentially historic if they are at least 45 years old (built in 1950 or earlier) the remaining foundation structure is not considered to be eligible for historic status. Therefore, there are no historic structures on the project site and no impacts to buildings or resources that could have historic status.

Based on an evaluation of the environmental setting and features associated with known sites, Native American cultural resources in this part of Alameda County are found in many areas adjacent to water resources like the bayshore or intermittent and perennial watercourses. The proposed project area is on a broad alluvial plain that is marginal to the bayshore. For this reason it is unlikely that unrecorded Native American cultural resources exist in the project area. Although the project site does not contain recorded Native American or historic-period archeological resources, there remains a low possibility of encountering Native American and cultural archaeological or human remains during site disturbance. Construction activities could result in ground disturbance that would cause a substantially adverse change in the significance of an unknown archeological resource.

Mitigation Measure #4: The applicant shall cease any grading or construction activities and shall consult with appropriate representatives of the Native American Heritage Commission if human remains are discovered, in accordance with State Law and Section 7050.5 of the Health and Safety Code, Section 15064.5 (e) of the State CEQA Guidelines and Section 5097.98 of the Public Resources Code.

Implementation of Mitigation Measures #4 reduces potential impacts to a less than significant level.

VI. GEOLOGY AND SOILS. *Would the project:*

a. Expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving:				
i) Rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault. Refer to Division of Mines and Geology Special Publication 42.				X
ii) Strong seismic ground shaking?		X		
iii) Seismic-related ground failure, including liquefaction?		X		
iv) Landslides?				X
b. Result in substantial soil erosion or loss of topsoil?			X	
c. Be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the project, (excavation, grading, clearing, grubbing or fill) and potentially result in on- or off-site landslide, lateral spreading, subsidence, liquefaction or collapse?		X		
d. Be located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property? (21,27)		X		
e. Have soils incapable of adequately supporting the use of septic tanks or alternative wastewater disposal systems where sewers are not available for the disposal of wastewater? (n/a)				X
f. Any increase in wind or water erosion of soils, either on or off-site?				X

	Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
g. Changes in deposition or erosion of beach, sands, or changes in siltations, deposition or erosion which may modify the channel of a river or stream or the bed or the ocean or any bay, inlet or lake?				X

Comments:

a) i. The Alquist-Priolo Earthquake Fault Zoning Act requires the delineation of zones along sufficiently active and well-defined faults by the California Department of Conservation, Geological Survey (CGS). The project site is not within an Earthquake Fault Zone, as defined by the Alquist-Priolo Earthquake Fault Zoning Act, and no known active or potentially active faults exist on the site. The nearest active fault to the project is the Hayward fault, approximately 2.9 miles to the northeast; the Calaveras, approximately 17 miles to the northeast; and the San Andreas, approximately 26 miles to the southwest. Therefore no fault rupture hazards are anticipated with the project.

ii, iii. In 2002, the U.S. Geologic Survey (USGS) predicted a 62 percent probability of a magnitude 6.7 or greater earthquake occurring in the San Francisco Bay Area by the year 2032. During a major earthquake on a segment of one of the nearby faults, strong shaking is expected to occur at the project site. The project site is also within a designated liquefaction hazard zone. Strong shaking during an earthquake can result in ground failure such as that associated with soil liquefaction, lateral spreading and cyclic densification. Test borings and cone penetration tests were performed on site by Rockridge Geotechnical in August, 2008, and in October 2013 and these results were used to evaluate the potential for seismic hazards to occur. Based on preliminary field investigations, potentially significant impacts could occur with geologic hazards associated with strong shaking on a nearby fault and the presence of compressible clay zones below the site. Therefore, mitigation of potential liquefaction hazards is required with project implementation.

Mitigation Measure #5: The City of San Leandro has incorporated the 2012 International Building Code into its municipal building code (Title 7, Chapter 7-5). The project applicant would be required to comply with all applicable State and City regulations to address potential geologic hazards associated with the proposed project, including ground shaking and liquefaction. Geotechnical and seismic design criteria must conform to engineering recommendations in accordance with the seismic requirements of the 2013 San Leandro Building Code. Additionally, because the project site is in a liquefaction Seismic Hazard Zone, the project applicant will be required to comply with the guidelines set forth by California Geological Survey Special Publication 117.

Implementation of Mitigation Measure #5 reduces potential impacts to a less than significant level.

iv. The TOD Strategy Area is nearly flat, and there are no hilly areas immediately adjacent to the project site. The site consists of four undeveloped parcels with elevations ranging between 45 and 49 feet. The site is underlain by alluvium consisting of interbedded clay, sand and gravel. The site is not associated with significant slopes, and there are no adjacent hillsides. Therefore, the proposed project would not create potential impacts associated with landslides, mudflows or other mass soil movements.

b) The proposed project would require grading activities that could create effects on water quality as a result of erosion. Because the project site exceeds one acre in size, the project applicant would be required to apply for coverage under the State General Construction Permit in order to comply with federal National Pollutant Discharge Elimination System (NPDES) requirements, in accordance with the State Water Resources Control Board (see Section VIII, Hydrology and Water Quality). The applicant would be required to develop and implement a Storm Water Prevention Plan (SWPPP) to reduce potential erosion and subsequent sedimentation of storm water runoff. The SWPPP would include Best Management Practices (BMPs) to control erosion associated with grading, trenching and other ground surface disturbance. Additionally, all construction activities will be required to comply with Chapter 18 of the San Leandro Municipal Code regulating excavation activities and the construction of foundations and retaining walls, as well as the San Leandro Grading Ordinance regulating grading activities, drainage and erosion control.

Therefore, compliance with the NPDES permit process and the California Building Code requirements would minimize potential impacts from erosion during and after project construction and would ensure that potential geology and soils impacts are less than significant.

c-e) Two samples of near surface soil were analyzed that showed that the soil is classified as "moderately corrosive to corrosive". Soft, weak and easily disturbed soil may be encountered during the excavation of the site. An acceptable degree of soil stability would be achieved for expansive, liquefaction-prone and compressible soils by incorporating soil treatment programs such as replacement, grouting, compaction and drainage control during the excavation and construction phases of the project in order to address site-specific soil conditions. No septic tanks or leach field systems are proposed as part of the project, but rather wastewater disposal would be handled through the sanitary sewer system.

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Mitigation #6: Applicant shall be required to excavate, remove and recompact potentially liquefiable soil. In-site ground densification, for example, compaction with vibratory probes, dynamic consolidation, compaction piles, compaction grouting, etc., shall be conducted. Ground modification techniques, such as permeation grouting; columnar jet grouting, deep soil mixing, stone columns, gravel or other drains shall be implemented, and deep foundations shall be put in place to mitigate potential liquefaction-induced settlement impacts. Implementation of Mitigation Measure #6 reduces potential impacts to a less than significant level.

Implementation of Mitigation Measure #6 reduces potential impacts to a less than significant level.

f-g) Development and intensification of the project site could result in wind or water erosion of soils on or off-site, as a vacant parcel is replaced with the proposed development. To ensure that impacts are less than significant, the project applicant will be required to adhere to Best Management Practices. All construction activities will be required to comply with Chapter 18 of the San Leandro Municipal Code regulating excavation activities and the construction of foundations and retaining walls, as well as the San Leandro Grading Ordinance regulating grading activities, drainage and erosion control. Therefore, compliance with the NPDES permit process and the California Building Code requirements would minimize potential impacts from erosion during and after project construction and would ensure that potential geology and soils impacts are less than significant. The proposed development will not result in significant amounts of deposition or erosion of beach sands or changes in siltation, deposition or erosion which may modify the channel of a river or stream or the bed of the ocean or any bay, inlet or lake, as there are no bodies of water on or near the project site.

VII. GREENHOUSE GAS EMISSIONS. *Would the project:*

a. Generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment?			X	
b. Conflict with any applicable plan, policy or regulation of an agency adopted for the purpose of reducing the emissions of greenhouse gases?			X	

Comment a) Generation of greenhouse gas emissions were evaluated in the Downtown San Leandro TOD Strategy EIR (September 2007). Combined with cumulative increase of all other sources of greenhouse gases, when taken together, could contribute to global climate change impacts. Development under the proposed Strategy would directly contribute to greenhouse gas emissions due to energy use associated with the manufacture and transport of construction materials and on-site demolition and construction activities. Development under the strategy may also directly result in increases in energy consumption associated with buildings and motor vehicle use, although the net change in greenhouse gas emissions is difficult to determine, since residents and workers would already live and work somewhere, and generate greenhouse gas emission elsewhere. Cumulative volumes of greenhouse gas emissions generated by the project could exceed the reduced levels of such emissions that were targeted under AB 32. In such a case, a significant cumulative impact would occur.

However as discussed in the Downtown San Leandro TOD Strategy EIR, Regulatory Setting, City Resolutions 2006-013 and 2007-009 would reduce the emission of greenhouse gas emissions over time and the potential contribution to climate change. In addition, the Strategy contains several recommended actions that would help serve to reduce the volume of greenhouse gases that could be created as a result of its implementation. Examples include, but are not limited to, Actions F1 – F5 in the Strategy Implementation Matrix, which promote the inclusion of green building practices into projects occurring under the Strategy. In terms of travel demand management, Action E4 encourages the establishment of car-sharing and/or rental car services, especially in proximity to the BART station. Action E1 is to develop high-quality and direct pedestrian connections between development and BART, BRT and other transit systems, and to place commercial office entrances closest to the BART station. While the City's existing policies and certain recommended actions in the Strategy, such as those specified above, would help reduce the cumulative amount of greenhouse gases created as a result of the Strategy and other projects, the City's adherence to the strategies set forth in the EPA Climate Action Team's Report would be required to reduce potential cumulative impacts to a less-than-significant level.

Comment b) The proposed project does not have any component that is intended to conflict with any applicable plan, policy or regulation of the City adopted for the purpose of reducing the emissions of greenhouse gases. The project implements the Parking Framework, Plan and Strategy that cites the southern edge of the subject property is a potential parking structure location. It is shown as one of five sites for a parking structure in order to establish strategic reservoirs of off-street parking.

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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VIII. HAZARDS AND HAZARDOUS MATERIALS. *Would the project:*

a. Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials?		X		
b. Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment?			X	
c. Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school?		X		
d. Be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment?			X	
e. For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area?				X
f. For a project within the vicinity of a private airstrip, would the project result in a safety hazard for people residing or working in the project area?				X
g. Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan?				X
h. Expose people or structures to a significant risk of loss, injury, or death involving wildland fires, including where wildlands are adjacent to urbanized areas or where residences are intermixed with wildlands?				X

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comments:

a-d: The proposed project will not result in the routine transport, use, or disposal of hazardous materials. However, construction activities will require the excavation and grading that will result in the disruption of the onsite soils. Numerous Environmental Site Assessments have been completed for the project sites and no Record of Environmental Contamination (RECs) have been identified. However, because of the location's historical industrial use, the potential exists for the presence of chemicals of potential concern (COPC) in the soils beneath the sites. If found, these materials could present unacceptable risks to construction workers at the site.

Phase I and Phase II Environmental Site Assessments have been prepared for the project sites (by Stantec, IRIS Environmental and by SGI Environmental) to identify the potential for onsite or nearby soil or groundwater contamination. Based on a preliminary review of available aerial photographs and topographic maps, the site has been vacant since the Del Monte facility was demolished in 1989. Observations of the adjoining properties provided indications of past usage and activities. The surrounding properties are commercial and light industrial and appear to have been developed since before 1939. No pits, ponds, lagoons or waterways were observed on the adjacent properties. Based on the observations during the reconnaissance of the property and surrounding areas, no Record of Environmental Contamination (REC) or historic REC's were identified in connection with the property. IRIS Environmental prepared a Phase II proposal subsequent to the Phase I prepared by Stantec. The IRIS Environmental proposal included a soil sample plan and a menu of mitigation measures to be utilized as necessary. The following is an excerpt from that document:

"Stantec did not identify any recognized environmental conditions (RECs) in connection with either property but did identify long site use histories involving chemical usage. The 1333 Martinez site was used as a cannery for decades. Furthermore, the subject site is located in an industrial portion of San Leandro where off-site chemical releases have resulted in local groundwater contamination. Three sites illustrating off-site contamination concerns include:

- *The former Caterpillar facility at 800 Davis Street*
- *Richards Automotive and Gas at 1495 Hayes Street, and*
- *Liquid Gold Oil Corporation at 1696 Martinez Street."*

The Phase II subsurface investigation proposed in the Iris Environmental document will be completed prior to any construction activities on the site and will require the applicant to address the potential of on-site chemical releases and the potential for the subject sites to have been contaminated from chemical migration from neighboring sites.

The San Leandro Downtown Tech Campus site has the potential presence of COPC beneath the sites that could present unacceptable risks to construction workers and future residents of the site. IRIS Environmental has developed a soil sample plan and a menu of mitigation measures to be utilized as necessary. The "San Leandro Crossings (now the San Leandro Tech Campus) Potential Mitigation Measures for Proposed Development Projects, November 12, 2008" is attached for reference purposes. The potential Mitigation Measures will apply to all properties included in the San Leandro Tech Campus project.

An Updated Remedial Action Plan ("Updated RAP") was prepared by West Environmental Services & Technology, Inc. (WEST), to update the January 2010 Remedial Action Plan (IRIS, 2010) for 1333 Martinez Street in San Leandro, California ("the Site," Figure 1-1) to reflect the change in Site use from residential to commercial. Consistent with the January 2010 RAP, this Updated RAP recommends soil excavation with Land Use Covenant (LUC) to address TPH in soil and groundwater. Details of the modifications to the January 2010 RAP are provided in this report.

The mitigation measures include Subsurface Investigations, Pre-Development Mitigation Measures, Risk Management Measures for Construction Phases, Pre-Construction Planning and Notification, Site-Specific Health and Safety Worker Requirements, Construction Impact Mitigation Measures, Site Control, Equipment Decontamination, Personal Protective Equipment, Dust Control, Vertical and Horizontal Preferential Pathways, Storm Water Pollution Controls, Excavation De-Watering, Additional Soil Management Protocols During Construction Activities, Procedures of Unknown Areas of Contamination, and Imported Fill.

Specifically for 1696 Martinez Street, the Source Group, Inc. (SGI) prepared a Limited Subsurface Investigation Report (LSI Report) dated May 21, 2013, including the results of the environmental investigation activities conducted on Martinez Street and Thornton Avenue in front of 1696 Martinez Street. The Site consists of an undeveloped, approximately 6,400 square foot triangular-shaped property bounded by Martinez Street to the west, Thornton Street to the south, a railroad easement and the BART tracks beyond to the east. Based on a review of investigation reports prepared for nearby sites, the interpreted groundwater flow direction in the area of the Site is to the west and southwest toward San Francisco Bay. Previous environmental assessment activities have been conducted at the Site to assess potential environmental impacts. The findings of the prior assessment did not identify significant environmental concerns. The findings of the assessment activities are included in the report

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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As stated previously in this narrative the "San Leandro Crossings (now the San Leandro Tech Campus) Potential Mitigation Measures for Proposed Development Projects, November 12, 2008" are as follows:

Mitigation Measure #7: (Subsurface Investigations)

Subsurface investigations are required prior to development of the San Leandro Downtown Tech Campus. The sampling and analysis programs will be specific to each site based on the prior uses of that site. Additional groundwater sampling and analysis program will be implemented if necessary for chemical constituents that could have migrated onto the sites from off-site upgradient sources, if identified during due diligence. Detection limits for the analytical program will be sufficiently low to allow assessment of risks to human health under construction worker and residential exposure scenarios.

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents, a California state environmental regulatory agency will be consulted to provide its opinion on the findings of the subsurface investigations and the assessment of risk. This opinion would be sought prior to initiating construction.

Preliminary environmental testing programs have been completed on the sites and have concluded that there are no chemical source areas known to exist. The mitigation measures presented below are proposed as means to mitigate potential chemical exposures and associated unacceptable risks to human health should COPCs be found at the Sites at levels of concern in soil, soil gas or groundwater.

Mitigation Measure #8: (Pre Development Mitigation Measures)

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents and a California state environmental regulatory agency determines that an active remedial response is warranted, the following mitigation measures listed below include methods that may be employed to mitigate unacceptable risks to human health of construction works and future residents.

- Remove the impacted soil and dispose of off-Site;
- Install a cap to prevent contact with the contamination;
- Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
- Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
- Conduct in situ bioremediation measures; or
- Implement liquid or vapor extraction measures.

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures.

Remedial action plans would be approved in advance by a state environmental regulatory agency. Any cleanup or remediation would be required to meet applicable federal, state and local laws, regulations and requirements.

Mitigation Measure #9: (Risk Management Measures for Construction Phases)

The following are risk management procedures to be followed by future contractors during site preparation and construction activities. General soil management protocols are presented; as well as, protocols for managing fill soils that may be brought to the Sites during filling operations.

- **Pre-Construction Planning and Notification:** Prior to the start of construction activities involving below-ground work, information regarding known areas of contamination shall be provided to the contractor by the Site owner.
- **Site-Specific Health and Safety Worker Requirements:** Each contractor will be responsible for the health and safety of their own workers, including, but not limited to, preparation of their own health and safety plan (HSP) and injury and illness prevention plan (IIPP). The purpose of these documents is to provide general guidance to the work hazards that may be encountered during each phase of construction activities.

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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- Contractors are also required to determine the requirements for worker training, based on the level of expected contact to soil, soil vapor, and groundwater associated with the contractor's activities and locations. The HSP shall contain provisions for limiting and monitoring chemical exposure to construction workers, chemical and non-chemical hazards, emergency procedures, and standard safety protocols. Depending upon known conditions at the time of site development, employees conducting earthwork activities at the Site may be required to complete a 40-hour HAZWOPER training course (29 CFR 1910.120 (e)), including respirator and personal protective equipment training.
- Construction Impact Mitigation Measures: During construction, measures shall be taken by contractors to minimize dust generation, storm water runoff and tracking of soil off the Sites. In addition, measures will be taken to reduce the potential for the creation of preferential pathways (vertical or horizontal) for COPCs detected at the Sites during the planned subsurface investigations of soil, soil gas and/or groundwater beneath the Sites. Construction impact mitigation measures are described below.
- Site Control: Site control procedures shall be implemented to control the flow of personnel, vehicles and materials in and out of the Sites while working in known contaminated areas. (Currently, there are no known contaminated areas.) The control measures described below will help control the spread of COPCs.
- The perimeter of the sites shall be fenced. Access and egress shall be controlled at the appropriate locations. Signs will be posted instructing visitors to sign in at the project support areas at all site entrances.
- Equipment Decontamination: Contractors whose vehicles and construction equipment contact soil that is suspected of being contaminated shall be required to clean the equipment upon leaving the contaminated area. A decontamination area will be established near the construction exit of each area. Soil will be removed from the equipment and vehicles before leaving the contaminated area. Cleaning methods used may include dry methods, such as brushing, scraping, or vacuuming. If dry methods are not effective, wet methods, such as steam cleaning or pressure-washing, should be used. The contractor will contain, manage, and collect samples of the rinse water for analytical testing by a state certified laboratory prior to appropriate disposal. Decontamination procedures shall be developed and implemented by the construction contractor to minimize the possibility that equipment releases contaminated soil onto public roadways or to on-Site areas containing "clean" cover materials or new paving.
- Personal Protective Equipment: Personal Protective Equipment (PPE) and clothing shall be used to isolate workers from COPCs and physical hazards. The minimum level of protection for workers coming into direct contact with contaminated materials will be Level D:
 - Coveralls or similar clothing,
 - Reflective safety vests,
 - Work gloves, as necessary,
 - Steel-toed boots,
 - Safety glasses, as necessary,
 - Hard hat, and
 - Hearing protection, as necessary.
- Dust Control: Construction operations will be conducted to minimize the creation and dispersion of dust, including the following measures:
 - Application of water while grading, excavating, and loading, as needed;
 - Limiting vehicle speeds to 15 miles per hour on unpaved portions of the Sites;
 - Minimizing drop heights while loading/unloading soil; and,
 - Soil that is suspected of being contaminated will be covered by an impermeable layer.
 - Additional dust control measures may be identified and implemented by contractors, as necessary, especially if dry and windy conditions persist during periods of earthwork.
 - Compliance with all Bay Area Air Quality Management District rules and regulations.

<i>Potentially Significant Impact</i>	<i>Potentially Significant Unless Mitigation Incorporated</i>	<i>Less than Significant Impact</i>	<i>No Impact</i>
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- **Vertical and Horizontal Preferential Pathways:** If development plans include the construction of deep foundations, the foundation of the buildings shall incorporate measures to help reduce the potential for the downward migration of contaminated groundwater. These measures shall be identified in the site-specific geotechnical investigation reports. Appropriate measures shall be implemented to reduce vapor migration through trench backfill and utility conduits. Such measures may include placement of low-permeability backfill “plugs” at intervals on-site and where utilities extend off current parcel boundaries.
- **Storm Water Pollution Controls:** A storm water pollution prevention plan (SWPPP) will be required to be prepared for the site. Storm water pollution controls shall be based on best management practices (BMPs), such as those described in “Guidelines for Construction Projects” and “Erosion and Sediment Control Field Manual” published by the San Francisco Regional Water Quality Control Board.
- **Excavation De-Watering:** Although not anticipated, if excavation de-watering is required, the water will be sampled and analyzed prior to pumping to evaluate discharge alternatives. The developer’s environmental consultant shall collect a sample of the water for laboratory analyses for COPCs; other analyses may be required, based on the intended disposal or re-use of the water.
- **Additional Soil Management Protocols During Construction Activities:** Soil with residual COPCs may be present on-site. Subsurface investigations planned for the Sites will determine the presence or absence of COPCs in soils. Once soils are tested, a Site specific soil management plan (SMP) will be prepared. At the present time, there are no known chemical source areas or areas of soil contamination on either Site. The protocols to be followed in the event that unknown areas of contamination are identified during development are described in this section.
- **Procedures for Discovery of Unknown Areas of Contamination:** Site development activities may result in the identification of previously unknown areas or types of contamination. Unknown conditions which may trigger contingency monitoring procedures during site development include, but are not limited to, the following:
 - Oily, shiny, or chemical saturated soils;
 - Soil with a significant chemical or hydrocarbon-like odor; or
 - Significantly discolored soils.

Upon the discovery of one of the conditions identified above, the contractor will conduct the contingency monitoring. Contingency monitoring, if conducted, will consist of the following steps: If unknown areas of potential discolored soils are encountered, additional analyses should be conducted for the suspected constituents to assess the actual composition of the suspected contamination. A State environmental regulatory agency should be contacted for assistance in determining if additional sampling and potential mitigation is necessary. If the encountered materials are suspected to contain volatile organic chemicals, the following contingency monitoring procedures may be followed:

Conduct contingency monitoring by taking organic vapor readings using an organic vapor meter (OVM) or an organic vapor analyzer (OVA) to screen for the presence of fuel, oil, or solvents. If the OVM/OVA indicates that an unknown area of fuel, oil, or solvents has been detected, then a State environmental regulatory agency should be notified to determine if additional sampling is appropriate prior to continuing construction in that area. OVM or equivalent screening methods will be conducted by experienced personnel only.

If an unknown area of soil contamination has been identified, and the State environmental regulatory agency requests additional characterization, the following steps will be taken:

- Soil samples will be collected from the identified area and analyzed for the likely COPC, depending on the suspected type of contamination. The sampling strategy will be discussed with a State environmental regulatory agency prior to the initiation of the sampling activities. Analytical results collected from the suspected source will be compared to the health-based screening levels and results discussed

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with a State environmental regulatory agency. If the levels are below the relevant health-based screening levels and the State environmental regulatory agency concurs, no additional action may be necessary.

- o If the soil contains COPCs at levels that exceed the relevant health-based screening levels, or if the State regulatory agency concludes that an unacceptable risk to construction worker or future residents may be present, then management measures, such as the following, will be undertaken:
 - Remove the impacted soil and dispose of off-Site;
 - Install a cap to prevent contact with the contamination;
 - Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
 - Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
 - Conduct in situ bioremediation measures; or
 - Implement liquid or vapor extraction measures.

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures. Construction activities in the specific area where the unknown conditions were identified will resume following the completion of the additional sampling activities and the implementation of any required responses.

Any cleanup or remediation shall be required to meet applicable federal, state and local laws, regulations and requirements.

- **Imported Fill:** To minimize the potential introduction of contaminated fill, all imported fill shall have adequate documentation so it can be verified that the fill source is appropriate for the site's intended use. Documentation shall include detailed information on previous land use of the fill source, any Phase I Environmental Site Assessments performed and the findings, and the results of any analytical testing performed. If no documentation is available or the documentation is inadequate or if no analytical testing has been performed, samples of the potential fill material shall be collected and analyzed. The analyses selected shall be based on the fill source and knowledge of the previous land use as determined by the developer's environmental consultant. The sample frequency for potential fill material shall be in accordance with that outlined in the Department of Toxic Substances Control technical document titled, "Information Advisory on Clean Imported Fill Material". The developer's environmental consultant shall approve the use of imported fill.

Implementation of Mitigation Measures #7, 8, and 9, as required, would reduce potential impacts to a less than significant level.

Comments:

- e-f) There are no airports or airstrips in the vicinity of the project site. Oakland International Airport is approximately 2 miles northwest of the project site and Hayward Executive Airport is approximately 4 miles to the southeast.
- g) The project would not alter existing emergency response procedures, nor impose a substantial demand on emergency response personnel. Accordingly, the proposed project would not impair implementation or interfere with emergency response in the project vicinity and therefore have no impact.
- h) The project site is in an urbanized setting, remote from wildlands. Therefore, safety hazards from wildland fires would have no impact on the proposed project.

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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IX. HYDROLOGY AND WATER QUALITY. *Would the project:*

a. Violate any water quality standards or waste discharge requirements?		X		
b. Substantially deplete groundwater supplies or interfere substantially with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table level (e.g., the production rate of pre-existing nearby wells would drop to a level which would not support existing land uses or planned uses for which permits have been granted)?			X	
c. Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site?				X
d. Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, or substantially increase the rate or amount of surface runoff in a manner which would result in flooding on- or off-site?		X		
e. Create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff?		X		
f. Otherwise substantially degrade water quality?		X		
g. Place housing within a 100-year flood hazard area as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map (FIRM) or other flood hazard delineation map?				X
h. Place within a 100-year flood hazard area structures which would impede or redirect flood flows				X
i. Expose people or structures to a significant risk of loss, injury, or death involving flooding, including flooding as a result of the failure of a levee or dam?			X	
j. Inundation by seiche, tsunami, or mudflow?				X

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comments:

a: The site is currently vacant and the runoff releases overland onto Martinez Street and Alvarado Street. Ultimately, both streets discharge into the San Pablo Bay sub-basin and the San Leandro Watershed. The City of San Leandro Municipal Code regulates the discharge of storm water and the potential for pollutant transport to water resources through Title 3: Health and Safety, Chapter 3-15 Storm Water Management and Discharge Control. Chapter 3-15 requires the best management practices (BMPs) for new development and redevelopment and compliance with BMPs where BMP guidelines or requirements have been adopted by any federal, state, regional and/or City agency (Section 3-15-215 – Reduction of Pollutants in Storm Water). Additionally, storm water dischargers are regulated through Title 7: Maps, Buildings, and Subdivisions, Chapter 1-12 Grading, Excavations and Fills.

The applicable water quality objectives and standards for the San Pablo Bay sub-basin is listed in the San Francisco Bay Basin Water Quality Control Plan Basin (Basin Plan) prepared by the Regional Water Quality Control Board (RWQCB) in compliance with the federal Clean Water Act (CWA) and the State Porter-Cologne Water Quality Control Act. Section 303(d) of the CWA requires that the states make a list of waters that are not attaining standards after the technology-based limits are put into place. For waters on this list, the states are to develop total maximum daily loads or TMDLs. TMDLs are established at the level necessary to implement the applicable water quality standards. The proposed project would be subject to existing TMDLs that are considered protective of water quality. Consequently, the proposed project would not violate water quality standards or waste discharge requirements and the impacts would be less than significant.

Mitigation Measure #10: Prior to issuance of a grading permit, the project applicant must prepare and implement an erosion and sediment control plan (ESCP) including interim and permanent erosion and sediment control measures, and a pollutant control plan (PCP).

Implementation of Mitigation Measure #10 reduces potential impacts to a less than significant level.

Mitigation Measure #11: Prior to issuance of a grading permit, the project applicant shall file the required documentation to the State Water Resources Quality Board and prepare a Storm Water Pollutant Prevention Plan (SWPPP) which will be reviewed and approved by the City Engineer. The City Engineer must conduct inspections prior to issuing a certificate of occupancy, to ensure that requirements are complied with.

Implementation of Mitigation Measure #11 reduces potential impacts to a less than significant level.

Mitigation Measure #12: The applicant will comply with applicable waste discharge requirements and municipal code requirements including preparation of a SWPPP for construction activities and compliance with the Alameda Countywide Clean Water Program (ACCWP). These permit programs are designed to prevent violation of water quality standards through mitigation and control of pollutant transport in storm water runoff and infiltrating waters. The City of San Leandro Municipal Code ensures that permit conditions are met.

Implementation of Mitigation Measure #12 reduces potential impacts to a less than significant level.

b: The project site is now vacant. The proposed project would replace a vacant site with a mix of offices, commercial uses and parking uses. The majority of water supplies serving the City of San Leandro are obtained from the East Bay Municipal Utilities District (EBMUD). The proposed project would not include development of any groundwater supply wells and would rely on EBMUD water supplies. About 90 percent of EBMUD water supplies are surface water resources from the Mokelumne River system with the rest from runoff from local watersheds to terminal reservoirs, such as Lake Chabot (EBMUD 2005).

There are few, if any wells in the area and the project area is small when compared to the total runoff “capture area.”

As there would be no long-term impact of the project on the local groundwater table and as water supplies would not involve local groundwater resources, there are no new wells proposed. Therefore, local groundwater table impacts would be less than significant.

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comments:

c-f: The site is currently flat and covered by vegetation consisting mostly of grasses. Light rainfall is absorbed by the ground and heavy or sustained rainfall flows over the surface to the adjacent street where it enters an existing storm drain system with an ultimate discharge into the San Francisco Bay. The proposed project includes impervious surfaces that will increase the rate and amount of runoff from the site. Mitigation Measure #13 will ensure that the project will not exceed the capacity of the storm drain system or result in flooding. Mitigation Measure #14 will ensure that run off from the site is not a substantial source of pollution or silt.

Mitigation Measure #13: Applicant shall be required to demonstrate adequacy of the existing storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, upgrade the storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, or meter run-off from the site so that it leaves the site at the same rate as it currently does.

Mitigation Measure #14: Applicant shall remove pollutants from storm water prior to discharging the water from the site per the current NPDES permit.

Implementation of Mitigation Measure #13 and 14 will reduce potential impacts to a less than significant level.

g-i: The property is not identified as being located within a Federal Emergency management Agency (FEMA) 100-year floodplain. Therefore, there would be no impacts of or to the 100-year floodplain.

j-k: Tsunamis are large sea waves generated by submarine earthquakes or similar large-scale, short-duration phenomena, such as volcanic eruptions, that can cause considerable damage to low-lying coastal areas. Because the project is located approximately 47 feet above mean sea level, not along an exterior coast, and over one mile inland from San Francisco East Bay, it would not be subject to tsunami inundation. Therefore, no impact would result, and no further analysis is required.

Seiches are waves caused by large-scale, short-duration oscillation of confined bodies of water (such as reservoirs and lakes) during earthquakes that may damage low-lying adjacent areas, although not as severely as a tsunami. The closest enclosed body of water that could result in earthquake-induced seiche is Lake Chabot, over 2.5 miles upstream of the project site. Furthermore, there have never been any documented impacts from seiches at Lake Chabot. Therefore, the project site is not subject to seiche risk. There would be no impact, and no further analysis is required.

X. LAND USE PLANNING. *Would the project:*

a. Physically divide an established community?				X
b. Conflict with any applicable land use plan, policy, or regulation of an agency with jurisdiction over the project (including, but not limited to the general plan, specific plan, local coastal program, or zoning ordinances) adopted for the purpose of avoiding or mitigating an environmental effect?				X
c. Conflict with any applicable habitat conservation plan or natural community conservation plan?				X

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comments:

- a) The proposed project would complement rather than divide the established community by developing an underutilized urban site and would implement land uses approved by the Downtown San Leandro Transit-Oriented Development (TOD) Strategy. The TOD Strategy was previously analyzed in an EIR that was certified in September of 2007. Therefore, the proposed project would not disrupt or divide the physical arrangement of the community established by existing uses.
- b) The City of San Leandro General Plan contains various policies pertaining to land use, housing, circulation and transportation, open space, recreation and noise, which could be applicable to the proposed project. The proposed project does not involve the creation of a new General Plan land use designation and zoning district, but rather implements land uses set forth in the Downtown San Leandro TOD Strategy and analyzed in the TOD Strategy EIR (TOD Strategy Approved and EIR Certified September 4, 2007). The TOD Strategy was developed to comply with and implement the overall vision of the General Plan as it relates to the downtown San Leandro area. The TOD Strategy is a comprehensive plan for the smart growth of the downtown area and supports office, residential and mixed-use development. As part of the TOD Strategy, a detailed land assessment was completed and thirty-nine opportunity sites were identified. This site was identified and included in that list of opportunity sites. Development of the project site will help to implement the Downtown San Leandro TOD Strategy. The proposed development is located in the DA-5 (S) and PS (S) zoning districts. These districts are located within the area of the Transit Oriented Development Strategy. The size, height development characteristics are consistent with policies included in the City's General Plan and zoning. As a result, the proposed project will not conflict with an applicable land use plan, policy or regulation and will therefore, not have a potentially significant effect.
- c) There are no habitat conservation plans or natural community conservation plans in effect within the project area. The project site has been previously graded and disturbed, contains vegetation that is primarily ruderal in nature and is surrounded by existing development. Accordingly, the proposed project would not conflict with any habitat conservation or natural community conservation plans and will therefore have no impact.

XI. MINERAL RESOURCES. *Would the project:*

a. Result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the state?				X
b. Result in the loss of availability of a locally important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan?				X

Comments:

a-b.: The State legislation protecting mineral resource zones is the Surface Mining and Reclamation Act of 1975. Part of the purpose of the act is to classify mineral resources in the State and to transmit the information to local governments which regulate land use in each region of the State. Local governments are responsible for designating lands that contain regionally-significant mineral resources in local general plans to assure resource conservation in areas of intensive competing land uses. The law has resulted in the preparation of Mineral Land Classification Maps delineating Mineral Resource Zones (MRZ) 1 through 4 for aggregate resources (sand, gravel and stone).

The project area is classified by the California Geological Survey as MRZ-1, a Mineral Resource Zone for which there is adequate information to indicate there are no aggregate mineral resources present. Consequently, there would be no impact on mineral resources with project implementation and no mitigation measures are required.

XII. NOISE. *Would the project result in:*

a. Exposure of persons to or generation of noise levels in excess of standards established in the local general plan or noise ordinances, or applicable standards of other agencies?			X	
b. Exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels?			X	

	Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
c. A substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project?			X	
d. A substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project?			X	
e. For a project located within an airport land use plan or where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project expose people residing or working in the project area to excessive noise levels?				X
f. For a project within the vicinity of a private airstrip, would the project expose people residing or working in the project area to excessive noise levels?				X

Comments:

a-d: Existing ambient noise in the vicinity of the project site is predominantly due to proximity to the BART Station, motor vehicle traffic along San Leandro Boulevard, and noise from SPRR operations. After project buildout, the noise environment will be dominated by BART operations on the east façade of the proposed structures, by SPRR operations on the west façade and by a combination of both on the north and south facades. Aircraft-related noise is low and infrequent, with only occasional civil aircraft operations being audible for brief periods.

As described below in Section XV, Transportation/Traffic, implementation of the proposed project would result in a direct and indirect increase in employees and visitors to the project site over current conditions. The increased activity levels at the project site, in addition to traffic and operation of the proposed project, have the potential to increase noise levels in the vicinity of the project. This potential increase could impact both existing sensitive receptors, as well as new potential residents within the project area. Accordingly, the effects of noise and vibration could have a potentially significant impact.

Mitigation Measure #15: All commercial construction shall comply with the City's existing building codes related to sound attenuation.

Mitigation Measure #16: All construction activity shall comply with the City's Noise Ordinance (Municipal Code Chapter 4-1, Section 11) so as not to make or cause disturbing, excessive or offensive noise which causes annoyance or discomfort to persons.

Implementation of Mitigation Measures #15 and 16 will reduce potential impacts to a less than significant level.

e-f: The proposed project is not located within the vicinity of a public airport or private airstrip. Oakland International Airport is located approximately 2.1 miles northwest of the project site. The project site is slightly outside the airport's general referral area and well outside the designated noise zone.

XIII. POPULATION AND HOUSING. *Would the project:*

a. Induce substantial population growth in an area either directly (for example, by proposing new homes and businesses or indirectly (for example, through extension of roads or other infrastructure)?			X	
b. Displace substantial numbers of existing housing, necessitating the construction of replacement housing elsewhere?				X
c. Displace substantial numbers of people, necessitating the construction of replacement housing elsewhere?				X

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comments:

a) The proposed project implements land uses set forth in the Downtown TOD Strategy. It is consistent with the City's effort to encourage jobs, services and other uses near transit in such a way as to reduce overall area vehicles miles traveled and the consequential air pollution and other environmental impacts that result from automobile use. The impacts associated with any direct or indirect population increases as a result of the project were analyzed in the TOD Strategy EIR that was certified in September of 2007. The proposed project, as a development project occurring under the TOD Strategy, is required to comply with the General Plan Policies and the Mitigation Measures Master List set forth in the TOD Strategy EIR, thereby resulting in no significant impacts for population and housing.

b) The proposed project would include development on a parcel that is currently vacant and has been previously graded and disturbed. No housing units are currently located on the site. Therefore, the construction of replacement housing would not be necessary since no housing units or residents will be displaced with project implementation.

c) The proposed project would include development on a parcel that is currently vacant and has been previously graded and disturbed. No development exists on the site. Therefore, the construction of replacement housing would not be necessary since no housing units or residents will be displaced with project implementation.

XIV. PUBLIC SERVICES.

Would the project result in substantial adverse physical impacts associated with the provision of new or physically altered governmental facilities, need for new or physically altered government facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times or other performance objectives for any of the public services:				
a) Fire protection?		X		
b) Police protection?		X		
c) Schools?				X
d) Parks?				X
e) Other public facilities?				X

Comments:

a-b: Implementation of the proposed project would result in a direct and indirect increase in employed persons and visitors to the project site over current conditions. This intensification of use may necessitate the acquisition of new or additional equipment and hiring of additional personnel in order to adequately maintain acceptable standards of fire and police protection. As evaluated in the TOD Strategy EIR that was certified in September 2007, new development occurring under the Strategy would be required to follow the Policies and Mitigation Measures Master List of the Development and Implementation Guidelines chapter within the TOD Strategy document that incorporates various General Plan policies and mitigation measures.

Mitigation Measure #17: The minimum levels of service standards for police and fire response times shall be maintained in accordance with General Plan Policy 45.01.

Mitigation Measure #18: The applicant shall incorporate lighting, landscaping and other design features that reduce the potential for crime and facilitate rapid response to emergency calls in accordance with General Plan Policy 45.06.

Implementation of Mitigation Measures #17 and 18 reduces potential impacts to a less than significant level.

c-e: The project will not significantly impact schools, parks or other public facilities as the developer will have to comply with City and School District development fee policies that have been created to mitigate development impacts city-wide and district-wide.

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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XV. RECREATION.

a. Would the project increase the use of existing neighborhood and regional parks or other recreational facilities such that substantial physical deterioration of the facility would occur or be accelerated?			X	
b. Does the project include recreational facilities or require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment?			X	
<u>Comments:</u> a-b: The project will not create significant impacts on existing neighborhood and regional parks or other recreational facilities, nor will it require construction or expansion of facilities that could have an adverse physical effect on the environment. The project will create employment adjacent to the Downtown San Leandro BART Station and the site plan will include on-site recreational amenities for the employees including outdoor plazas, physical activity areas and landscaped green space. These facilities will be adequate to accommodate the recreational needs of the new businesses and employees.				

XVI. TRANSPORTATION/TRAFFIC. *Would the project:*

a. Cause an increase in traffic that is substantial in relation to the existing traffic load and capacity of the street system (i.e., result in a substantial increase in either the number of vehicle trips, the volume to capacity ratio on roads, or congestion at intersections)?		X		
b. Exceed, either individually or cumulatively, a level of service standard established in the Growth Limitation Plan, the county congestion management agency for designated roads or highways?		X		
c. Result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks?				X
d. Substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment)? (3,25)			X	
e. Result in inadequate emergency access?			X	
f. Result in inadequate parking capacity?			X	
g. Conflict with adopted policies, plans, or programs supporting alternative transportation (e.g., bus turnouts, bicycle racks)?				X
h. Trigger CMA Review (More than 100 PM Peak Hour Trips generated over existing General Plan)				X

Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
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Comments:

a-b: Implementation of the proposed project would result in a direct and indirect increase in employees and visitors to the project site over current conditions, as a vacant site is replaced with offices and other uses. The additional traffic could add to congestion at local intersections and could exceed established levels of service. Accordingly, a Traffic Impact Analysis was prepared by Kimley Horn and Associates, Inc. in July 2013 to examine the transportation impacts of the proposed project on the existing and planned road network, pedestrian and bicycle traffic, transit services, parking and operational safety. The Kimley-Horn analysis determined that while traffic generated by the project is consistent with the development assumptions of the Downtown TOD Strategy EIR – and the project would not individually or cumulatively exceed a county congestion management level of service for designated roads or highways, the project ingress/egress design would exacerbate the already unacceptable level of service at San Leandro Boulevard and Parrott Street during the PM peak period. Because the San Leandro Boulevard/Parrott Street intersection operates at LOS F under existing conditions, it is considered an existing deficiency. This is a potentially significant impact.

Mitigation Measure #19: The significant impact at this intersection during the PM peak hour can be mitigated by restriping the eastbound approach to be two lanes, a shared left through lane and a shared through-right lane. These improvements would occur within the existing right-of-way. This mitigation measure results in the intersection operating at LOS E during the PM peak-hour. Therefore, this impact is less than significant.

Implementation of Mitigation Measure #19 reduces potential impacts to a less than significant level.

- c: No aircraft use is required for operation or construction of the proposed facilities. As such, the proposed project would not lead to an increase in air traffic and would have no impact on this mode of travel or any safety considerations for air traffic.
- d: The project includes no design features like sharp turns or dangerous intersections that would increase risks.
- e: The project has been designed to ensure compliance with the City's requirements for emergency vehicle access.
- f: The project is located adjacent to the Downtown San Leandro BART Station and is expected to benefit in ways that decrease the demand for onsite parking. As a result, the project has been designed to comply with the recommendations in the Downtown TOD Strategy.
- g: The project is located adjacent to the Downtown San Leandro BART Station and is expected to increase transit ridership using BART and the local bus systems. In addition, the site plan includes accommodations for a bicycle path and bike racks and bicycle lockers.
- h: The project is consistent with the development assumptions included in the Downtown TOD Strategy EIR. The Alameda County Congestion Management Agency (CMA) was consulted during the certification process of that document. Therefore, no further CMA review is required.

XVII. UTILITIES AND SERVICE SYSTEMS. *Would the project:*

a. Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?		X		
b. Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?				X
c. Require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?		X		
d. Have sufficient water supplies available to serve the project from existing entitlements and resources, or are new or expanded entitlements needed?			X	
e. Result in a determination by the wastewater treatment provider which serves or may serve the project that it has adequate capacity to serve the project's projected demand in addition to the provider's existing commitments?				X
f. Be served by a landfill with sufficient permitted capacity to accommodate the project's solid waste disposal needs?			X	

	Potentially Significant Impact	Potentially Significant Unless Mitigation Incorporated	Less than Significant Impact	No Impact
g. Comply with federal, state, and local statutes and regulations related to solid waste?			X	
<p>Comments:</p> <p>a-g: The project is consistent with the development assumptions included in the Downtown TOD Strategy EIR and therefore the impacts to local water and wastewater utilities and solid waste disposal services were evaluated and mitigations adopted at the time the EIR was certified, including mitigations for adverse impacts on water supply. In addition, per CEQA Section 15155 (d) a water supply assessment study is required by the water provider. East Bay Municipal Utility District (EBMUD) reviewed the demand on water services for the proposed project and approved the Water Supply Assessment on December 10, 2013. The proposed project will be required to comply with the following mitigations.</p> <p>Mitigation Measure #20: The applicant shall promote the efficient use of existing water supplies through a variety of water conservation measures, including evaluating the potential for the use of recycled water for landscaping in accordance with General Plan Policy 27.02.</p> <p>Mitigation Measure #21: The applicant shall conserve water through the use of such measures as low-flow plumbing fixtures and water-saving appliances in accordance with General Plan Policy 27.04.</p> <p>Mitigation Measure #22: The applicant shall be required to pay its fair share of the cost of improving the water, sewer, drainage and other infrastructure systems needed to serve the development through use fees or other appropriate forms of mitigation in accordance with General Plan Policy 52.02.</p> <p>Implementation of Mitigation Measures #20, 21 and 22 reduces potential impacts to a less than significant level.</p>				

XVIII. MANDATORY FINDINGS OF SIGNIFICANCE.

a. Does the project have the potential to degrade the quality of the environment, substantially reduce the habitat of a fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered plant or animal or eliminate important examples of the major periods of California history or prehistory?				X
<p><u>Comment:</u></p> <p>The proposed project is located on a vacant site surrounded by developed properties. It provides no habitat for fish or wildlife species. Plant species within and adjacent to the project sites are limited to ruderal vegetation and ornamental species confined to limited landscaping on the property, and introduced weedy annual grasses and forbs occurring in pavement cracks, or other highly disturbed unpaved areas. No sensitive natural communities such as vernal pools, marshes or riparian areas are present within, or adjacent to the project boundaries. Therefore the project does not have the potential to degrade the quality of the environment or substantially affect the habitat of an rare or endangered species.</p>				
b. Does the project have impacts that are individually limited, but cumulatively considerable? ("Cumulatively considerable" means that the incremental effects of a project are considerable when viewed in connection with the effects of past projects, the effects of other current projects, and the effects of probable future projects.)		X		
<p><u>Comment:</u> Impacts that are individually limited but can be cumulatively considerable include impacts related to aesthetics, air quality, geology/soils, hydrology and water quality, noise, hazards, public services, traffic, and utilities and service systems. Mitigation measures have been incorporated to reduce these impacts to a level that are less than significant.</p>				

	<i>Potentially Significant Impact</i>	<i>Potentially Significant Unless Mitigation Incorporated</i>	<i>Less than Significant Impact</i>	<i>No Impact</i>
c. Does the project have environmental effects which will cause substantial adverse effects on human beings, either directly or indirectly?			X	

Comment: A number of sections in this document note potential impacts that must be mitigated. Given these impacts, the project may have environmental effects that will cause substantial adverse effects on human beings, either directly or indirectly, that require mitigation to reduce them to a level of less than significant.

Implementation of the Mitigation Measures identified in this document will reduce potential impacts to a less than significant level.

ATTACHMENTS

- A. Cover Sheet with Region and Project Location Map
- B. Proposed Site Plans
- C. Proposed Elevations
- D. Proposed Martinez Street Right-of-Way to be Vacated
- E. Proposed Landscape Plans
- F. Photographs of Project Site (Existing Conditions)

INITIAL STUDY SOURCES LIST - the following are available online at:

<http://www.sanleandro.org/depts/cd/plan/polplanstudiesceqa/default.asp>

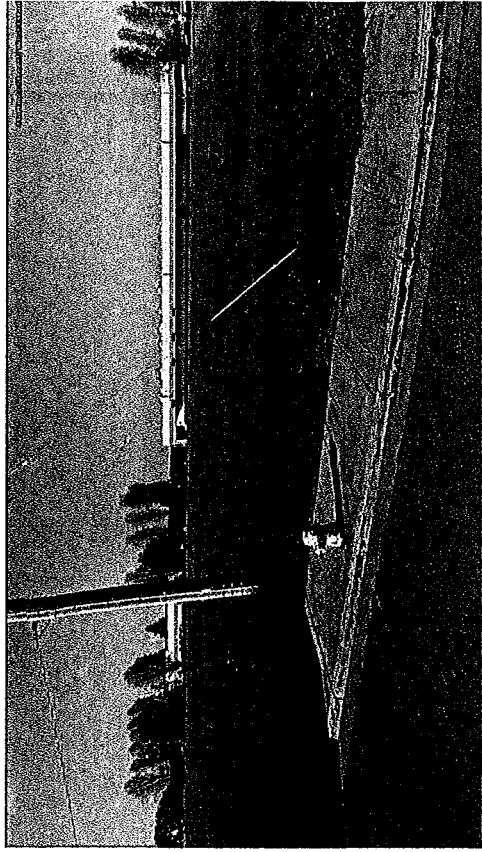
Sources

1. *City of San Leandro General Plan*, Adopted May 2002
2. Design, Community and Environment, *Downtown San Leandro Transit Oriented Development (TOD) Strategy EIR*, Prepared for City of San Leandro, June 5, 2007
3. *Preliminary Geotechnical Investigation San Leandro Crossing*, Rockridge Geotechnical, November 7, 2008. Updated October 28, 2013 (see no. 15 below)
4. *State of California Seismic Hazard Zones, San Leandro Quadrangle*, February 14, 2003
5. California Geological Survey, *Special Publication 117: Guidelines for Evaluating and Mitigating Seismic Hazards in California*, Adopted March 13, 1997 by the State Mining and Geology Board in Accordance with the Seismic Hazards Mapping Act of 1990
6. *San Leandro General Plan Update Draft Environmental Impact Report*, Prepared by Barry Miller, AICP, November 2001
7. *San Leandro Downtown Technology Campus – Traffic Analysis with Attachments*, Prepared by Kimley-Horn and Associates, Inc., July 15, 2013
8. Stinson, M.C., M.W. Manson, and J.J. Plappert, *Mineral Land Classification: Aggregate Materials in the San Francisco – Monterey Bay Area, Part II: Classification of Aggregate Resource Areas, South San Francisco Bay Production – Consumption Region*, California Division of Mines and Geology, Special Report 146, Part II, 1983, 75 maps at scales 1:485,000, 1:250,000, 1:48,000, see Plate 2.40
9. *Limited Subsurface Investigation Report For 1696 Martinez*, prepared by SGI Environmental, May 21, 2013
10. *Remedial Action Plan*, Prepared by IRIS Environmental, January 11, 2010 (revised January 27, 2010)
11. *Phase II Environmental Site Assessment* - IRIS Environmental - April 9, 2009
12. *Step-Out Sampling - San Leandro Crossings- Western Parcel* - IRIS Environmental - April 9, 2009
13. *Phase I Environmental Site Assessment Report for 1333 Martinez Street*, Prepared by Stantec Consulting Corporation, October 21, 2008
14. *Updated Remedial Action Plan - 1333 Martinez Street*, Prepared by West Environmental Services and Technology December 2013
15. *Preliminary Geotechnical Investigation – San Leandro Tech Campus*, Prepared by Rockridge Geotechnical, October 28, 2013

Martinez St at Parrot looking West



Martinez St at W. Estudillo Ave looking West



Alvarado @ W. Estudillo Ave



Alvarado looking North towards Davis St.



STATE OF CALIFORNIA—CALIFORNIA STATE TRANSPORTATION AGENCY

EDMUND G. BROWN Jr., Governor

DEPARTMENT OF TRANSPORTATION

111 GRAND AVENUE
P. O. BOX 23660
OAKLAND, CA 94623-0660
PHONE (510) 286-6053
FAX (510) 286-5559
TTY 711



*Flex your power!
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February 19, 2014

ALAVAR022
SCH#2014012045

Mr. Tom Liao
City of San Leandro
835 East 14th Street
San Leandro, CA 94577

Dear Mr. Liao:

San Leandro Downtown Technology Campus – Mitigated Negative Declaration

Thank you for including the California Department of Transportation (Caltrans) in the environmental review process for the San Leandro Downtown Technology Campus project. The following comments are based on the Mitigated Negative Declaration. As lead agency, the City of San Leandro is responsible for all project mitigation, including any needed improvements to State highways. The project's fair share contribution, financing, scheduling, and implementation responsibilities as well as lead agency monitoring should be fully discussed for all proposed mitigation measures and the project's traffic mitigation fees should be specifically identified in the environmental document. Any required roadway improvements should be completed prior to issuance of project occupancy permits. An encroachment permit is required when the project involves work in the State's right of way (ROW). Caltrans will not issue an encroachment permit until our concerns are adequately addressed. Therefore, we strongly recommend that the lead agency ensure resolution of Caltrans' CEQA concerns prior to submittal of the encroachment permit application; see the end of this letter for more information regarding the encroachment permit process.

Impact Analysis

According to Table 1 of the Traffic Analysis dated July 15, 2013, the proposed project will generate approximate 491 AM, 473 PM, and 3,485 daily trips respectively. Further, in Figure 3, it indicates that approximately 31 percent of the trips will access the project from the west and approximately 20 percent from the east. Please discuss why Interstate 880/Davis Street ramps and State Route 61 (Davis Street)/State Route 185 (E. 14th Street) intersections were not analyzed. Due to the significant number of trips generated by the project, it might significantly impact operations at these two locations.

In Table 7, the proposed project will generate significant queue on the westbound left-turn movement at the Davis Street/Alvarado Street intersection and to the northbound left-turn movement at the Davis Street/San Leandro Boulevard intersection. However, it appears that the proposed project did not provide any mitigation measures for queues at these locations. Without adequate mitigation, these impacts will significantly impact through traffic operations at these interactions. Please coordinate with Caltrans to develop mitigation measures for these impacts.

"Caltrans improves mobility across California"

Mr. Tom Liao/City of San Leandro
February 19, 2014
Page 2

Furthermore, Table 7 also shows that the queue decreased for Cumulative (2030) plus Proposed Project compared to Existing (2013) plus Project queue. Please discuss what caused the decrease.

Encroachment Permit

Any work or traffic control within the State ROW requires an encroachment permit that is issued by Caltrans. Traffic-related mitigation measures will be incorporated into the construction plans during the encroachment permit process. See the following website link for more information:

<http://www.dot.ca.gov/hq/traffops/developserv/permits/>

To apply for an encroachment permit, submit a completed encroachment permit application, environmental documentation, and five (5) sets of plans which clearly indicate State ROW to the address at the top of this letterhead, marked ATTN: David Salladay, Mail Stop #5E.

Should you have any questions regarding this letter, please call Yatman Kwan, AICP of my staff at (510) 622-1670.

Sincerely,



ERIK ALM, AICP
District Branch Chief
Local Development - Intergovernmental Review

c: State Clearinghouse

Memorandum

To: Sunny Tong
Westlake Development Partners, LLC

From: Matt Weir, P.E., T.E., PTOE

Re: **Response to Caltrans' Comments**
San Leandro Crossings – San Leandro, California

Date: February 20, 2014

As requested, I am writing to provide responses to traffic related (referred to as "Impact Analysis") comments offered by Caltrans in a letter dated February 19, 2014.

Comment #1

The commenter asks for discussion pertaining to the selection of study intersections and, more specifically, why Interstate 880/Davis Street ramps and State Route 61 (Davis Street)/State Route 185 (E. 14th Street) intersections were not analyzed.

Response: Early in the project scoping stage we reviewed the *Downtown San Leandro TOD Strategy* to confirm the development assumptions contemplated in the project area's EIR. This effort included a back-check of the entire *TOD Strategy*, as well as the subject project's site. In addition, we reviewed the *TOD Strategy* EIR and confirmed that the proposed project would generate fewer trips than the development intensity assumed for the site in the *TOD Strategy* EIR. The following is a summary of what was confirmed through this review:

- *TOD Strategy* included:
 - 3,431 dwelling units
 - 120,870-sf commercial/retail
 - 718,240-sf office
- Westlake site is described as:
 - Opportunity Site 24 within Special Planning Area 8, and as BART Block 53
 - 820 dwelling units
 - 74,000-sf office
 - 15,000-sf retail
 - 3,810 daily trips

Using the current proposed project, the current plan falls under the development combination assumed on the site in the EIR. The current proposed project is anticipated to generate ~3,500 daily trips (~300 daily trips less than the Opportunity Site 24 data presented above). This comparison incorporates the same transit and mixed-use trip reductions previously incorporated in the EIR traffic analysis. As a result, the *TOD Strategy* EIR considered, studied, and mitigated more intensive development than is being proposed on the project site. Therefore, only those intersections immediately surrounding the project site and those anticipated to be most affected by the proposed project were included in the traffic impact analysis.

Review of the *TOD Strategy* EIR revealed that no significant impacts were created at the Interstate 880/Davis Street ramps or at the Davis Street intersection with Hays Street. Therefore only the Davis Street/E. 14th Street intersection was previously documented as having a significant impact with the implementation of the entire *TOD Strategy* (not the subject San Leandro Tech Campus project). The following mitigation was included in the EIR:

“Convert outside southbound through lane to a shared through-right lane providing dual right turns southbound. This improvement, in combination with proposed improvements as identified in the TOD Strategy, would require widening of the west side of East 14th Street by 6-10 feet. This widening could occur when the block between Davis and Hays is redeveloped. With these improvements the intersection of East 14th Street and Davis Street would operate at LOS D or better (48.4 seconds of delay in AM and 54.4 seconds in the PM peak hour), and would result in a less-than-significant impact.”

Please note that this mitigation is not a requirement of the subject San Leandro Tech Campus project, and is understood to be accomplished through the Citywide traffic mitigation fees in combination with the development at the Davis/Hays intersection.

Comment #2

The commenter notes that “significant” queuing is documented to occur along the westbound left-turn movement at the Davis Street/Alvarado Street intersections, and the northbound left-turn movement at the Davis Street/San Leandro Boulevard intersections.

Davis Street/Alvarado Street

The westbound left-turn queues were analyzed at this intersection and the project resulted in an increase in queue length from 164 feet in the Existing scenario to 212 feet in the Existing plus Project plus SLB scenario. This is an increase of 48 feet. The existing storage length is 115 feet, so the existing queues already block the adjacent through lane. Although there is existing pavement for a double left-turn configuration, Alvarado Street does not have adequate width to receive dual left turns (single receiving lane). It is important to note that this intersection operates at LOS B during the subject peak-hour.

The analysis software used for this analysis (Traffic) is not designed to allow for advanced signal timing entry or modification. Nevertheless, as would be the case if other tools had been used (Synchro), simple adjustments to the signal timing parameters have been documented to lessen the subject queuing. Minor adjustments for the westbound left-turn’s timing parameters results in a queue length of 171 feet, which is only 7 feet longer than the 164 feet without the project. The overall LOS and delay for the intersection goes from LOS B (19.3 seconds delay) to LOS C (22.3 seconds delay). As a result, this queuing (7-feet) is considered to be less than significant.

Davis Street/San Leandro Boulevard

The northbound left-turn queues at this intersection have an increase in queue length from 466 feet in the Cumulative scenario to 665 feet in the Cumulative Plus Project scenario. This is an increase of 199 feet. The existing storage length is 230 feet, so the Cumulative queues already block the adjacent through lane. The project’s contribution of approximately 8 vehicles (4 vehicles per lane) to this substandard condition is considered insignificant and will be further reduced by the project’s contribution to TOD Strategy Area improvements aimed at increasing transit use and reducing automobile trips.



Comment #3

The commenter notes that queues decreased for Cumulative (2030) plus Proposed Project compared to Existing (2013) plus Project queue and asks for clarification.

The queuing reductions can be attributed to use of a different trip assignment between the two scenarios. While the broad trip distributions remained consistent, there are multiple routes to reach each destination, therefore project trips were assigned to alternate routes based on the documented levels of service. This "reassignment" of trips resulted in a reduction in queuing at these locations.

PUBLIC UTILITIES COMMISSION

505 Van Ness Avenue
SAN FRANCISCO, CA 94102
(415) 703-1815



February 18, 2014

Mr. Elmer Penaranda
City of San Leandro
835 East 14th Street
San Leandro, CA 94577

Dear Mr. Penaranda:

Re: SCH 2014012045 San Leandro Downtown Technology Campus Project - DMND

The California Public Utilities Commission (Commission) has jurisdiction over the safety of highway-rail crossings (crossings) in California. The California Public Utilities Code requires Commission approval for the construction or alteration of crossings and grants the Commission exclusive power on the design, alteration, and closure of crossings in California. The Commission Rail Crossings Engineering Section (RCES) is in receipt of the draft Mitigated Negative Declaration (DMND) for the proposed San Leandro Downtown Technology Campus Project. The City of San Leandro (City) is the lead agency.

The project area is within the proximity of several active railroad tracks. New developments may increase traffic volumes not only on streets and at intersections, but also at at-grade rail crossings. RCES recommends that the City add language to the San Leandro Downtown Technology Campus Project, so that any future development adjacent to or near the railroad/light rail right-of-way (ROW) is planned with the safety of the rail corridor in mind. This includes considering pedestrian circulation patterns or destinations with respect to railroad ROW and compliance with the Americans with Disabilities Act (ADA). Mitigation measures to consider include, but are not limited to, the planning for grade separations for major thoroughfares, improvements to existing at-grade crossings due to increase in traffic volumes and continuous vandal resistant fencing or other appropriate barriers to limit the access of trespassers onto the railroad ROW.

The following crossings are of concern with the Commission and are in close proximity of the project site:

Davis Street (DOT # 749728V):

The Davis Street crossing has had a history of two (2) fatal pedestrian incidents. The Commission highly encourages the City to improve the safety of this crossing by adding ADA-compliant Detectable Warning Devices (Truncated Domes), bike lanes, pedestrian channelization barriers and swing gates. Fencing the railroad right of way must be considered by the City in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.

Davis Street (DOT # 834250S)

The Davis Street crossing is in proximity of the project site. The Commission recommends ADA detectable warning devices on all sidewalk approaches. Fencing the railroad right of way must be

Mr. Elmer Penaranda
Page 2 of 2
February 18, 2014

considered by the City in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.

Alvarado Street (DOT # 912075T):

The Alvarado Street crossing has had a history of one (1) fatal pedestrian incident. The Commission highly encourages the City to improve the crossing by adding pedestrian channelization barriers and swing gates.

Williams Street (DOT # 749734Y):

The Williams Street crossing has had a history of one (1) fatal vehicular incident. The Commission highly encourages the City to improve the crossing by adding raised medians and ADA detectable warning devices on all sidewalk approaches.

Thornton Street (DOT # 834254U)

The Thornton Street crossing is in proximity of the project site. The Commission recommends ADA detectable warning devices on all sidewalk approaches and the parking to be restricted within 70 feet of the railroad crossing.

Parrot St (DOT # 834253M):

The Parrot Street crossing is in proximity of the project site. The Commission recommends ADA detectable warning devices on all sidewalk approaches and the parking to be restricted within 70 feet of the railroad crossing.

Upon completing the project it is recommended for the City to check the pavement markings and signage on the proximal railroad crossings to verify that they are in compliance with the California Manual on Uniform Traffic Control Devices.

If you have any questions in this matter, please contact me at (415) 703-1815, sm4@cpuc.ca.gov.

Sincerely,



Sia Mozaffari
Utilities Engineer
Rail Crossings Engineering Section
Safety and Enforcement Division

C: State Clearinghouse



January 24, 2014

Elmer Penaranda, Senior Planner
San Leandro Community Development Department
835 East 14th Street
San Leandro, CA 94577

Re: Notice of Intent to Adopt a Mitigated Negative Declaration for San Leandro
Downtown Technology Campus, San Leandro.

Dear Mr. Penaranda:

East Bay Municipal Utility District (EBMUD) appreciates the opportunity to comment on the Mitigated Negative Declaration for the San Leandro Downtown Technology Campus located at 1333 Martinez Street in the City of San Leandro. EBMUD has the following comments.

WATER SERVICE

EBMUD's Central Pressure Zone, with a service elevation between 0 and 100 feet, will serve the proposed development. A main extension, at the project sponsor's expense, will be required to serve the proposed development. Off-site pipeline improvements, also at the project sponsor's expense, may be required to meet domestic demands and fire flow requirements set by the local fire department. Off-site pipeline improvements include, but are not limited to, replacement of existing water mains to the project site. When the development plans are finalized, the project sponsor should contact EBMUD's New Business Office and request a water service estimate to determine costs and conditions for providing water service to the proposed development. Engineering and installation of water mains and services requires substantial lead-time, which should be provided for in the project sponsor's development schedule.

The project sponsor should be aware that EBMUD will not inspect, install or maintain pipeline in contaminated soil or groundwater (if groundwater is present at any time during the year at the depth piping is to be installed) that must be handled as a hazardous waste or that may pose a health and safety risk to construction or maintenance personnel wearing Level D personal protective equipment. Nor will EBMUD install piping in areas where groundwater contaminant concentrations exceed specified limits for discharge to sanitary sewer systems or sewage treatment plants. Project sponsors for EBMUD services requiring excavation in contaminated areas must submit copies of existing information regarding soil and groundwater quality within or adjacent to the project boundary.

In addition, the project sponsor must provide a legally sufficient, complete and specific written remedial plan establishing the methodology, planning and design of all necessary systems for the removal, treatment, and disposal of all identified contaminated soil and/or groundwater. EBMUD will not design the installation of pipelines until such time as soil and groundwater quality data and remediation plans are received and reviewed and will not install pipelines until remediation has been carried out and documentation of the effectiveness of the remediation has been received and reviewed. If no soil or groundwater quality data exists or the information supplied by the project sponsor is insufficient EBMUD may require the applicant to perform sampling and analysis to characterize the soil being excavated and groundwater that may be encountered during excavation or perform such sampling and analysis itself at the project sponsor's expense.

WATER CONSERVATION

The proposed project presents an opportunity to incorporate water conservation measures. EBMUD requests that the City include in its conditions of approval a requirement that the project sponsor comply with the California Model Water Efficient Landscape Ordinance (Division 2, Title 23, California Code of Regulations, Chapter 2.7, Sections 490 through 495). The project sponsor should be aware that Section 31 of EBMUD's Water Service Regulations requires that water service shall not be furnished for new or expanded service unless all the applicable water-efficiency measures described in the regulation have been reviewed and approved by EBMUD.

If you have any questions concerning this response, please contact David J. Rehnstrom, Senior Civil Engineer, Water Service Planning at (510) 287-1365.

Sincerely,



WRK William R. Kirkpatrick
Manager of Water Distribution Planning

WRK:GJC:sb
sb14_025

cc: Gary Wong, President
Westlake Development Partners, LLC
520 El Camino Real, 9th Floor
San Matero, CA 94402-1722

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT		MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
Air Quality				
1.	Potential impacts on air quality standards.	<p>#1: The applicant shall cooperate with the appropriate regional, state and federal agencies to implement the regional Clean Air Plan and enforce air quality standards in compliance with General Plan Policy 31.01.</p> <p>#2: The applicant shall promote strategies that help improve air quality by reducing the necessity of driving, such as programs for carpooling and vanpooling, better provisions for bicyclists and pedestrians, and implementing mixed use and higher density development around transit stations in compliance with General Plan Policy 31.02.</p>	City of San Leandro Community Development Department	Prior to occupancy
Biological Resources				
2.	Potential impacts on avian species.	<p>#3: The applicant shall conduct pre-construction surveys for the presence of nesting birds within each of the project sites. The project applicant shall retain a qualified biologist to conduct a pre-construction breeding-season survey (approximately February 1 through August 31) to determine if any birds are nesting on or directly adjacent to the project area. The survey shall be conducted during the same calendar year that construction is planned to begin. If no nesting birds are found, no further action would be required.</p> <p>If nesting birds are found within the trees on or directly adjacent to the project area, the project applicant shall avoid all birds nest sites located in the project area during the breeding season (approximately February 1 through August 31), or until it is determined by a qualified biologist that all young have fully fledged (left the nest). If the construction cannot be delayed, avoidance shall include the establishment of a non-disturbance buffer zone around the nest site. The size of the buffer zone will be determined in consultation with the CDFG. The buffer zone shall be delineated by highly visible temporary construction fencing, and shall remain in place until it is determined by a qualified biologist that all young have fully fledged (left the nest).</p>	City of San Leandro Community Development Department	Prior to issuance of Grading Permit
Cultural Resources				
3.	The project will cause a substantial adverse change in the significance of an archeological resource or directly or indirectly destroy a	#4: The applicant shall cease any grading or construction activities and shall consult with appropriate representatives of the Native American Heritage Commission if human remains are discovered, in accordance with State Law and Section 7050.5 of the Health and Safety Code, Section 15064.5 (e) of the State	City of San Leandro Community Development Department	At such time as resources are discovered during excavation or construction activities

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT		MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
	unique paleontological resource or site or unique geologic feature or disturb human remains.	CEQA Guidelines and Section 5097.98 of the Public Resources Code.).		
Geology and Soils				
4.	Project site has potential for expansive soils and is located in a seismically active area.	<p>#5: The City of San Leandro has incorporated the 2012 International Building Code into its municipal building code (Title 7, Chapter 7-5). The project applicant would be required to comply with all applicable State and City regulations to address potential geologic hazards associated with the proposed project, including ground shaking and liquefaction. Geotechnical and seismic design criteria must conform to engineering recommendations in accordance with the seismic requirements of the 2013 San Leandro Building Code. Additionally, because the project site is in a liquefaction Seismic Hazard Zone, the project applicant will be required to comply with the guidelines set forth by California Geological Survey Special Publication 117.</p> <p>#6: Applicant shall be required to excavate, remove and recompact potentially liquefiable soil. In-site ground densification, for example, compaction with vibratory probes, dynamic consolidation, compaction piles, compaction grouting, etc., shall be conducted. Ground modification techniques, such as permeation grouting, columnar jet grouting, deep soil mixing, stone columns, gravel or other drains shall be implemented, and deep foundations shall be put in place to mitigate potential liquefaction-induced settlement impacts. Implementation of Mitigation Measure #6 reduces potential impacts to a less than significant level.</p>	City Engineer and Building Official	Prior to issuance of Grading Permit
Hazards and Hazardous Materials				
5.	Project will require excavation and grading that will result in the disruption of onsite soils. These activities will emit hazardous emissions or handle hazardous or acutely hazardous material, substances or waste.	<p>#7: (Subsurface Investigations) Subsurface investigations are required prior to development of the San Leandro Downtown Tech Campus. The sampling and analysis programs will be specific to each site based on the prior uses of that site. Additional groundwater sampling and analysis program will be implemented if necessary for chemical constituents that could have migrated onto the sites from off-site upgradient sources, if identified during due diligence. Detection limits for the analytical program will be sufficiently low to allow assessment of risks to human health under construction worker and residential exposure scenarios.</p>	City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department	Prior to issuance of Grading Permit

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
<p>Hazards and Hazardous Materials (Continued)</p>	<p>Mitigation Measure #7 (Continued)</p> <p>If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents, a California state environmental regulatory agency will be consulted to provide its opinion on the findings of the subsurface investigations and the assessment of risk. This opinion would be sought prior to initiating construction..</p> <p>#8: (Pre Development Mitigation Measures) If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents and a California state environmental regulatory agency determines that an active remedial response is warranted, the following mitigation measures listed below include methods that may be employed to mitigate unacceptable risks to human health of construction works and future residents.</p> <ul style="list-style-type: none"> • Remove the impacted soil and dispose of off-Site; • Install a cap to prevent contact with the contamination; • Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment; • Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations; • Conduct in situ bioremediation measures; or • Implement liquid or vapor extraction measures. <p>The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.</p> <p>Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures.</p> <p>Remedial action plans would be approved in advance by a state environmental regulatory agency. Any cleanup or remediation</p>	<p>City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department</p>	<p>Prior to issuance of Grading Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
<p>Hazards and Hazardous Materials (Continued)</p>	<p>Mitigation Measure #8 (Continued)</p> <p>would be required to meet applicable federal, state and local laws, regulations and requirements.</p> <p>#9: (Risk Management Measures for Construction Phases) The following are risk management procedures to be followed by future contractors during site preparation and construction activities. General soil management protocols are presented; as well as, protocols for managing fill soils that may be brought to the Sites during filling operations.</p> <ul style="list-style-type: none"> • Pre-Construction Planning and Notification: Prior to the start of construction activities involving below-ground work, information regarding known areas of contamination shall be provided to the contractor by the Site owner. • Site-Specific Health and Safety Worker Requirements: Each contractor will be responsible for the health and safety of their own workers, including, but not limited to, preparation of their own health and safety plan (HSP) and injury and illness prevention plan (IIPP). The purpose of these documents is to provide general guidance to the work hazards that may be encountered during each phase of construction activities • Contractors are also required to determine the requirements for worker training, based on the level of expected contact to soil, soil vapor, and groundwater associated with the contractor's activities and locations. The HSP shall contain provisions for limiting and monitoring chemical exposure to construction workers, chemical and non-chemical hazards, emergency procedures, and standard safety protocols. Depending upon known conditions at the time of site development, employees conducting earthwork activities at the Site may be required to complete a 40-hour HAZWOPER training course (29 CFR 1910.120 (e)), including respirator and personal protective equipment training. • Construction Impact Mitigation Measures: During construction, measures shall be taken by contractors to minimize dust generation, storm water runoff and tracking of soil off the Sites. In addition, measures will be taken to reduce the potential for the creation of preferential pathways (vertical or horizontal) for COPCs detected at the Sites during the planned subsurface 	<p>City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department</p>	<p>Prior to issuance of Grading Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
<p>Hazards and Hazardous Materials (Continued)</p>	<p>Mitigation Measure #9 (Continued)</p> <p>investigations of soil, soil gas and/or groundwater beneath the Sites. Construction impact mitigation measures are described below.</p> <ul style="list-style-type: none"> • Site Control: Site control procedures shall be implemented to control the flow of personnel, vehicles and materials in and out of the Sites while working in known contaminated areas. (Currently, there are no known contaminated areas.) The control measures described below will help control the spread of COPCs. • The perimeter of the sites shall be fenced. Access and egress shall be controlled at the appropriate locations. Signs will be posted instructing visitors to sign in at the project support areas at all site entrances. • Equipment Decontamination: Contractors whose vehicles and construction equipment contact soil that is suspected of being contaminated shall be required to clean the equipment upon leaving the contaminated area. A decontamination area will be established near the construction exit of each area. Soil will be removed from the equipment and vehicles before leaving the contaminated area. Cleaning methods used may include dry methods, such as brushing, scraping, or vacuuming. If dry methods are not effective, wet methods, such as steam cleaning or pressure-washing, should be used. The contractor will contain, manage, and collect samples of the rinse water for analytical testing by a state certified laboratory prior to appropriate disposal. Decontamination procedures shall be developed and implemented by the construction contractor to minimize the possibility that equipment releases contaminated soil onto public roadways or to on-Site areas containing “clean” cover materials or new paving. • Personal Protective Equipment: Personal Protective Equipment (PPE) and clothing shall be used to isolate workers from COPCs and physical hazards. The minimum level of protection for workers coming into direct contact with contaminated materials will be Level D: <ul style="list-style-type: none"> o Coveralls or similar clothing, o Reflective safety vests, o Work gloves, as necessary, o Steel-toed boots, o Safety glasses, as necessary, 	<p>City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department</p>	<p>Prior to issuance of Grading Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
<p>Hazards and Hazardous Materials (Continued)</p>	<p>Mitigation Measure #9 (Continued)</p> <ul style="list-style-type: none"> o Hard hat, and o Hearing protection, as necessary. <p>• Dust Control: Construction operations will be conducted to minimize the creation and dispersion of dust, including the following measures:</p> <ul style="list-style-type: none"> • Application of water while grading, excavating, and loading, as needed; • Limiting vehicle speeds to 15 miles per hour on unpaved portions of the Sites; • Minimizing drop heights while loading/unloading soil; and, • Soil that is suspected of being contaminated will be covered by an impermeable layer. • Additional dust control measures may be identified and implemented by contractors, as necessary, especially if dry and windy conditions persist during periods of earthwork. • Compliance with all Bay Area Air Quality Management District rules and regulations. <p>• Vertical and Horizontal Preferential Pathways: If development plans include the construction of deep foundations, the foundation of the buildings shall incorporate measures to help reduce the potential for the downward migration of contaminated groundwater. These measures shall be identified in the site-specific geotechnical investigation reports. Appropriate measures shall be implemented to reduce vapor migration through trench backfill and utility conduits. Such measures may include placement of low-permeability backfill “plugs” at intervals on-site and where utilities extend off current parcel boundaries.</p> <p>• Storm Water Pollution Controls: A storm water pollution prevention plan (SWPPP) will be required to be prepared for the site. Storm water pollution controls shall be based on best management practices (BMPs), such as those described in “Guidelines for Construction Projects” and “Erosion and Sediment Control Field Manual” published by the San Francisco Regional Water Quality Control Board.</p>	<p>City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department</p>	<p>Prior to issuance of Grading Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
<p>Hazards and Hazardous Materials (Continued)</p>	<p>Mitigation Measure #9 (Continued)</p> <ul style="list-style-type: none"> • Excavation De-Watering: Although not anticipated, if excavation de-watering is required, the water will be sampled and analyzed prior to pumping to evaluate discharge alternatives. The developer’s environmental consultant shall collect a sample of the water for laboratory analyses for COPCs; other analyses may be required, based on the intended disposal or re-use of the water. • Additional Soil Management Protocols During Construction Activities: Soil with residual COPCs may be present on-site. Subsurface investigations planned for the Sites will determine the presence or absence of COPCs in soils. Once soils are tested, a Site specific soil management plan (SMP) will be prepared. At the present time, there are no known chemical source areas or areas of soil contamination on either Site. The protocols to be followed in the event that unknown areas of contamination are identified during development are described in this section. • Procedures for Discovery of Unknown Areas of Contamination: Site development activities may result in the identification of previously unknown areas or types of contamination. Unknown conditions which may trigger contingency monitoring procedures during site development include, but are not limited to, the following: <ul style="list-style-type: none"> • Oily, shiny, or chemical saturated soils; • Soil with a significant chemical or hydrocarbon-like odor; or • Significantly discolored soils. <p>Upon the discovery of one of the conditions identified above, the contractor will conduct the contingency monitoring. Contingency monitoring, if conducted, will consist of the following steps: If unknown areas of potential discolored soils are encountered, additional analyses should be conducted for the suspected constituents to assess the actual composition of the suspected contamination. A State environmental regulatory agency should be contacted for assistance in determining if additional sampling and potential mitigation is necessary. If the encountered materials are suspected to contain volatile organic chemicals, the following contingency monitoring procedures may</p>	<p>City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department</p>	<p>Prior to issuance of Grading Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
<p>Hazards and Hazardous Materials (Continued)</p>	<p>Mitigation Measure #9 (Continued)</p> <p>be followed:</p> <p>Conduct contingency monitoring by taking organic vapor readings using an organic vapor meter (OVM) or an organic vapor analyzer (OVA) to screen for the presence of fuel, oil, or solvents. If the OVM/OVA indicates that an unknown area of fuel, oil, or solvents has been detected, then a State environmental regulatory agency should be notified to determine if additional sampling is appropriate prior to continuing construction in that area. OVM or equivalent screening methods will be conducted by experienced personnel only.</p> <p>If an unknown area of soil contamination has been identified, and the State environmental regulatory agency requests additional characterization, the following steps will be taken:</p> <ul style="list-style-type: none"> o Soil samples will be collected from the identified area and analyzed for the likely COPC, depending on the suspected type of contamination. The sampling strategy will be discussed with a State environmental regulatory agency prior to the initiation of the sampling activities. Analytical results collected from the suspected source will be compared to the health-based screening levels and results discussed with a State environmental regulatory agency. If the levels are below the relevant health-based screening levels and the State environmental regulatory agency concurs, no additional action may be necessary. o If the soil contains COPCs at levels that exceed the relevant health-based screening levels, or if the State regulatory agency concludes that an unacceptable risk to construction worker or future residents may be present, then management measures, such as the following, will be undertaken: <ul style="list-style-type: none"> <input type="checkbox"/> Remove the impacted soil and dispose of off-Site; <input type="checkbox"/> Install a cap to prevent contact with the contamination; <input type="checkbox"/> Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment; <input type="checkbox"/> Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations; 	<p>City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department</p>	<p>Prior to issuance of Grading Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
<p>Hazards and Hazardous Materials (Continued)</p>	<p>Mitigation Measure #9 (Continued)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Conduct in situ bioremediation measures; or <input type="checkbox"/> Implement liquid or vapor extraction measures. <p>The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.</p> <p>Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures. Construction activities in the specific area where the unknown conditions were identified will resume following the completion of the additional sampling activities and the implementation of any required responses.</p> <p>Any cleanup or remediation shall be required to meet applicable federal, state and local laws, regulations and requirements.</p> <ul style="list-style-type: none"> • Imported Fill: To minimize the potential introduction of contaminated fill, all imported fill shall have adequate documentation so it can be verified that the fill source is appropriate for the site's intended use. Documentation shall include detailed information on previous land use of the fill source, any Phase I Environmental Site Assessments performed and the findings, and the results of any analytical testing performed. If no documentation is available or the documentation is inadequate or if no analytical testing has been performed, samples of the potential fill material shall be collected and analyzed. The analyses selected shall be based on the fill source and knowledge of the previous land use as determined by the developer's environmental consultant. The sample frequency for potential fill material shall be in accordance with that outlined in the Department of Toxic Substances Control technical document titled, "Information Advisory on Clean Imported Fill Material". The developer's environmental consultant shall approve the use of imported fill. 	<p>City of San Leandro Community Development Department and Environmental Services Division of the Public Works Department</p>	<p>Prior to issuance of Grading Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT	MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING	
Hydrology and Water Quality				
6.	Project has the potential to substantially deplete groundwater supplies or interfere substantially with groundwater recharge and substantially alter the existing drainage patterns of the site or otherwise substantially degrade water quality.	<p>#10: Prior to issuance of a grading permit, the project applicant must prepare and implement an erosion and sediment control plan (ESCP) including interim and permanent erosion and sediment control measures, and a pollutant control plan (PCP).</p> <p>#11: Prior to issuance of a grading permit, the project applicant shall file the required documentation to the State Water Resources Quality Board and prepare a Storm Water Pollutant Prevention Plan (SWPPP) which will be reviewed and approved by the City Engineer. The City Engineer must conduct inspections prior to issuing a certificate of occupancy, to ensure that requirements are complied with.</p> <p>#12: The applicant will comply with applicable waste discharge requirements and municipal code requirements including preparation of a SWPPP for construction activities and compliance with the Alameda Countywide Clean Water Program (ACCWP). These permit programs are designed to prevent violation of water quality standards through mitigation and control of pollutant transport in storm water runoff and infiltrating waters. The City of San Leandro Municipal Code ensures that permit conditions are met.</p> <p>#13: Applicant shall be required to demonstrate adequacy of the existing storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, upgrade the storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, or meter run-off from the site so that it leaves the site at the same rate as it currently does.</p> <p>#14: Applicant shall remove pollutants from storm water prior to discharging the water from the site per the current NPDES permit.</p>	<p>City Engineer</p> <p>Regional Water Quality Control Board (RWQCB) and City Engineer</p> <p>City Engineer</p> <p>City Engineer</p> <p>City Engineer</p>	<p>Prior to issuance of Grading Permit</p> <p>Prior to issuance of Grading Permit</p> <p>Prior to Final Map</p> <p>Prior to Final Map</p> <p>Prior to Final Map</p>
Noise				
7.	Potential noise/sound impacts.	<p>#15: All commercial construction shall comply with the City's existing building codes related to sound attenuation.</p> <p>#16: All construction activity shall comply with the City's Noise Ordinance (Municipal Code Chapter 4-1, Section 11) so as not to</p>	<p>City of San Leandro Chief Building Official</p>	<p>Prior to issuance of Building Permit</p>

DRAFT MITIGATION MONITORING PROGRAM (MMP)

IMPACT		MITIGATION REQUIRED	MONITORING RESPONSIBILITY	TIMING
		make or cause disturbing, excessive or offensive noise which causes annoyance or discomfort to persons		
Public Services				
8.	Project will result in substantial physical impacts associated with new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times or other performance objectives for any of the public services.	<p>#17: The minimum levels of service standards for police and fire response times shall be maintained in accordance with General Plan Policy 45.01.</p> <p>#18: The applicant shall incorporate lighting, landscaping and other design features that reduce the potential for crime and facilitate rapid response to emergency calls in accordance with General Plan Policy 45.06.</p>	<p>City of San Leandro Community Development Department</p> <p>City of San Leandro Community Development Department</p>	<p>Prior to Final Map</p> <p>Prior to Final Map</p>
Transportation/Traffic				
9.	Project ingress/egress design would exacerbate the already unacceptable level of service at San Leandro Boulevard and Parrott Street during the PM peak period. Because the San Leandro Boulevard/Parrott Street intersection operates at LOS F under existing conditions, it is considered an existing deficiency.	#19: The significant impact at this intersection during the PM peak hour can be mitigated by restriping the eastbound approach to be two lanes, a shared left through lane and a shared through-right lane. These improvements would occur within the existing right-of-way. This mitigation measure results in the intersection operating at LOS E during the PM peak-hour. Therefore, this impact is less than significant.	City Traffic Engineer	Prior to Final Map
Utilities and Service Systems				
10.	Project will require construction of new water or wastewater facilities, storm water drainage facilities and result in a determination by the wastewater treatment provider which serves the project that it has adequate capacity.	<p>#20: The applicant shall promote the efficient use of existing water supplies through a variety of water conservation measures, including evaluating the potential for the use of recycled water for landscaping in accordance with General Plan Policy 27.02.</p> <p>#21: The applicant shall conserve water through the use of such measures as low-flow plumbing fixtures and water-saving appliances in accordance with General Plan Policy 27.04.</p> <p>#22: The applicant shall be required to pay its fair share of the cost of improving the water, sewer, drainage and other</p>	<p>City Engineer</p> <p>City of San Leandro Chief Building Official</p> <p>City Engineer</p>	<p>Prior to issuance of Grading Permit</p> <p>Prior to issuance of Building Permit</p> <p>Prior to issuance of Building Permit</p>



City of San Leandro

Meeting Date: April 7, 2014

Ordinance

File Number: 14-107

Agenda Section: PUBLIC HEARINGS

Agenda Number:

TO: City Council

FROM: Chris Zapata
City Manager

BY: Cynthia Battenberg
Community Development Director

FINANCE REVIEW: Not Applicable

TITLE: ORDINANCE Approving a Rezoning, a Planned Development and a Site Plan Review, and a Development Agreement for the Downtown Office/Technology Campus Project, 1333 Martinez Street (PLN 2013-00045)

RECITALS

WHEREAS, Westlake Development Partners, LLC (the "Applicant") submitted an application for a multi-phase, transit-oriented development project located adjacent to the Downtown San Leandro BART Station (PLN 2013-00045) ("Project") consisting of 340,000 to 500,000 square feet of multi-story office buildings and related on-site and off-site improvements including landscaping, bike path, pedestrian path, utilities and a multi-level parking structure, to be located on a 7.3-acre project site that encompasses four separate parcels and vacated City rights-of way, identified as 1333 Martinez Street. The Project includes applications for an amendment to the Zoning Map (the "Zoning Map"), a Planned Development/Site Plan Review Permit, and a Development Agreement; and

WHEREAS, the majority of the proposed site for the Project is a relatively flat portion of the City that was formerly occupied by a Del Monte canning facility but has been vacant for over 20 years; and

WHEREAS, the proposed Project site is currently zoned DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District and has a General Plan designation of Office "OF". The proposed Project site is surrounded by the San Leandro BART station to the east; by Alvarado Street to the west; by West Estudillo Avenue on the north; and by Thornton Street on the south. In addition, the site has railroad tracks on the east and west edges of the Project site. Moreover, the Project site is included in the San Leandro Downtown Transit Oriented Development Strategy ("TOD Strategy") and is within walking distance to the City's Downtown; and

WHEREAS, the Planning Commission held a noticed work session regarding the

proposed Project on August 15, 2013; and

WHEREAS, the City prepared an Initial Study consistent with CEQA Guidelines section 15070 and determined a Mitigated Negative Declaration was required in order to analyze the potential for significant impacts of the Project which was circulated for public review from January 20, 2014 to February 19, 2014; and

WHEREAS, the Planning Commission reviewed the staff report and the draft Mitigated Negative Declaration (Exhibit 1) and is of the opinion that the draft Mitigated Negative Declaration, including comments, reflects the City's independent judgment and analysis on the potential for environmental impacts from the Project; and

WHEREAS, location and custodian of the draft Mitigated Negative Declaration, including comments, and other documents that constitute a record of proceedings for the Project is the City of San Leandro, 835 East 14th Street, San Leandro, California 94577; and

WHEREAS, the Project may have potential significant environmental impacts; however, proposed mitigation measures have been incorporated into the Project to reduce these impacts to a less than significant level; and

WHEREAS, the Zoning Map currently designates the Project site as DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District. The Zoning Map should be amended to DA-5(S)(PD) Downtown Area, Special Overlay, Planned Development Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay, Planned Development Overlay District as set forth in Exhibit 2; and

WHEREAS, the Project also requires a Planned Development and Site Plan Review Project Approval, pursuant to 3-1012 and 5-2506 of the Zoning Code, respectively, and satisfies all the requisite findings as further explained in the staff report associated with this Ordinance; and

WHEREAS, the Applicant requests the execution of a proposed Development Agreement, attached hereto and incorporated herein as Exhibit 4 that would vest the Project applications upon execution; and

WHEREAS, the City's General Plan and the Zoning Code, are incorporated herein by reference, and are available for review at City Hall during normal business hours.

NOW, THEREFORE, the City Council of the City of San Leandro does **ORDAIN** as follows:

SECTION 1. ADOPTION OF THE ZONING MAP AMENDMENT. Based on the entirety of the record, as described above, the Property described as 1333 Martinez Street, Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2, and 75-42-2-1, and Vacated and Disposed City rights-of-way is hereby reclassified from its current designation on the Zoning Map of DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District to DA-5(S)(PD) Downtown Area, Special Overlay, Planned Development Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay,

Planned Development Overlay District, as further set forth in Exhibit 2, attached hereto and incorporated herein by reference, and filed in the office of the City Clerk on March 17, 2014.

SECTION 2. FINDINGS FOR THE PLANNED DEVELOPMENT/SITE PLAN REVIEW.

Based on the entirety of the record, as described above, and after the public hearing, the City Council finds and determines that the proposed office development and related improvements are in accord with the objectives of the Zoning Code; will be consistent with the General Plan; will not be detrimental to public health, safety, or welfare of persons in the immediate area; and will not be detrimental to properties or improvements in the vicinity or to the general welfare of the City per sections 3-1012, 3-1020, 5-2212, 5-2214, 5-2512, and 5-2514; and the City Council approves the Planned Development/Site Plan Review subject to the Recommended Conditions of Approval as further set forth in Exhibit 3, attached hereto and incorporated herein by reference.

SECTION 3. FINDINGS FOR THE DEVELOPMENT AGREEMENT. On the basis of the foregoing Recitals which are incorporated herein, the City of San Leandro General Plan, and the staff report incorporated herewith, and on the basis of the specific conclusions set forth below, the City Council finds and determines that:

a. The Development Agreement is consistent with the objectives, policies, general land uses and programs specified and contained in the City's General Plan (as proposed for amendment) land use designation for the site as Office; the Project is also consistent with the fiscal policies of the General Plan with respect to the provision of infrastructure and public services, and the Development Agreement includes provisions relating to vesting of development rights.

b. The Development Agreement is in conformity with public convenience, general welfare, and good land use policies in that the Project will implement land use guidelines set forth in the General Plan.

c. The Development Agreement will not be detrimental to the health, safety and general welfare in that the Project will proceed in accordance with all the programs and policies of the General Plan as well as any Conditions of Approval for the Project.

d. The Development Agreement will not adversely affect the orderly development of property or the preservation of property values in that the project will be consistent with the General Plan.

SECTION 4. APPROVAL OF THE DEVELOPMENT AGREEMENT. The City Council hereby approves the Development Agreement attached hereto and incorporated herein as Exhibit D, and authorizes the City Manager to execute it.

SECTION 5. RECORDATION OF THE DEVELOPMENT AGREEMENT. Within ten (10) days after the Development Agreement is fully executed by all parties, the City Clerk shall submit the executed Development Agreement to the County Recorder for recordation.

SECTION 6. SEVERABILITY. If any section, subsection, subdivision, paragraph, sentence, clause or phrase of this Ordinance, or its application to any person or circumstance,

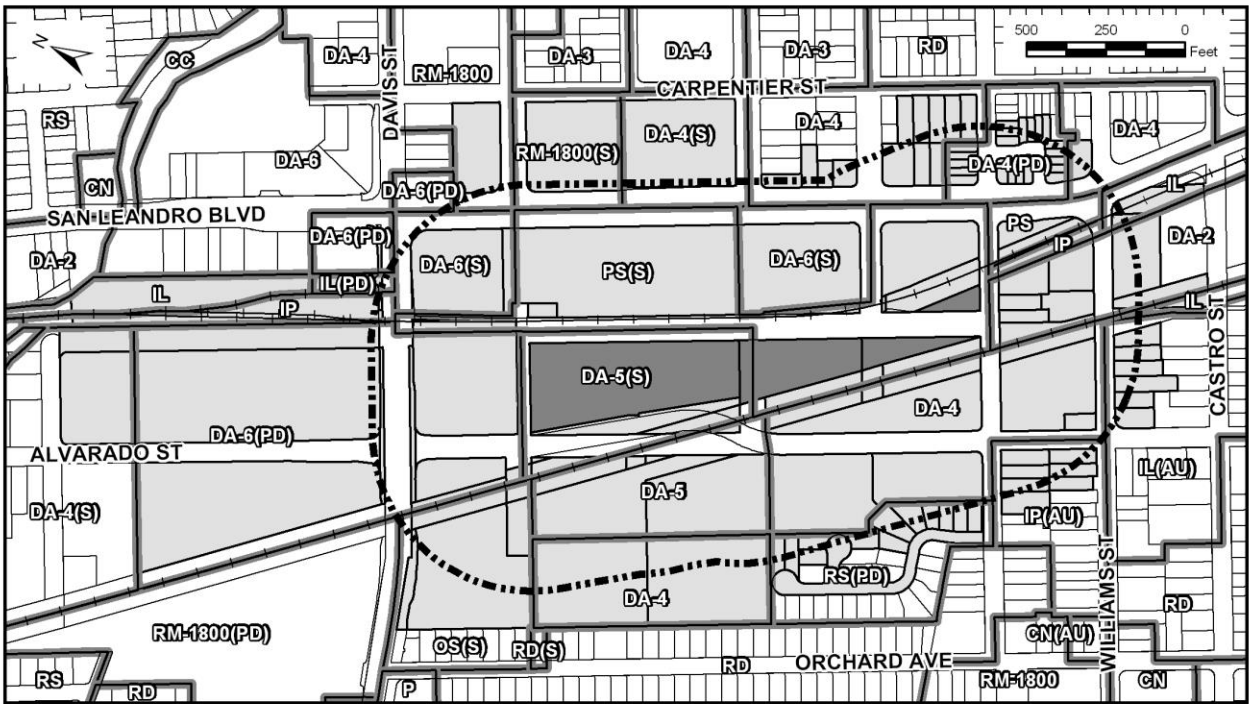
is for any reason held to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of the remaining sections, subsections, subdivisions, paragraphs, sentences, clauses or phrases of this Ordinance, or its application to any other person or circumstance. The City Council of the City of San Leandro hereby declares that it would have adopted each section, subsection, subdivision, paragraph, sentence, clause or phrase hereof, irrespective of the fact that any one or more other sections, subsections, subdivisions, paragraphs, sentences, clauses or phrases hereof is declared invalid or unenforceable.

SECTION 7. EFFECTIVE DATE AND PUBLICATION. This ordinance shall take effect thirty (30) days after adoption. The City Clerk is directed to publish the title once and post a complete copy thereof on the City Council Chamber bulletin board for five (5) days prior to adoption.

Exhibit 2

Zoning Map Amendment

**MAP ATTACHMENT TO AN
AN ORDINANCE REZONING CERTAIN PROPERTY HEREIN DESCRIBED
AS TO ZONING DISTRICT AND AMENDING ZONING MAP
(PLN2013-00045) 1333 MARTINEZ STREET
ASSESSOR'S PARCEL NUMBERS 75-47-2, 75-47-7, 75-47-3-2, and 75-42-2-1**



Westlake Parcels

75-41-2-1, 75-47-2, 75-47-3-2, 75-47-7

-  Parcels within 500' of Westlake Parcels
-  500' noticing radius around Westlake Parcels

MAP ABOVE IS A PORTION OF CITY OF SAN LEANDRO OFFICIAL ZONING MAP, SHEET A2

Note: The properties 1333 Martinez Street (highlighted above in the map) are hereby reclassified from the DA-5(S) Downtown Area, Special Overlay District and PS(S) Public and Semipublic, Special Overlay District to DA-5(S)(PD) Downtown Area, Special Overlay, Planned Development Overlay District and PS(S)(PD) Public and Semipublic, Special Overlay, Planned Development Overlay District.

Exhibit 3

Recommended Conditions of Approval for Planned Development And Site Plan Review

RECOMMENDED CONDITIONS OF APPROVAL

**PLN2013-00045; Planned Development and Site Plan Review Permit,
1333 Martinez Street
Alameda County Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2; and 75-42-2-1
Westlake Development Partners, LLC (applicant)
Chang Income Property Partnership, LP (property owner)**

I. COMPLIANCE WITH APPROVED PLANS

- A. The project shall comply with Exhibits A through AA, dated February 20, 2014, and Exhibit BB, dated March 14, 2014, except as hereinafter modified. (Exhibits are on file at the City of San Leandro, Community Development Department, 835 East 14th Street, San Leandro, California, 94577).

Exhibit A – Project Title and Data (Sheet G1)
Exhibit B – Site Plan Phase 1 (Sheet A1.1)
Exhibit C – Site Plan Phase 2 (Sheet A1.2)
Exhibit D – Site Plan Phase 3 (Sheet A1.3)
Exhibit E – Elevations Phases 1, 2 and 3 (Sheet A3.1)
Exhibit F – Signage Program and Parking Deck Elevations (Sheet A3.2)
Exhibit G – Elevations – Garage Options (Sheet A3.3)
Exhibit H – Enlarged Elevations (Sheet A4.1)
Exhibit I – Views and Rendered 3 Level Garage (Sheet A5.1)
Exhibit J – Views and Rendered 6 Level Garage (Sheet A5.2)
Exhibit K – Palette for Lighting, Furniture and Materials (Sheet A6.1)
Exhibit L – Civil Engineering Title Sheet Floor (Sheet C-1)
Exhibit M – Civil Engineering Overall Site Plan (Sheet C-2)
Exhibit N – Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-3)
Exhibit O – Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-4)
Exhibit P – Civil Engineering Phase 1 Preliminary Site Plan (Sheet C-5)
Exhibit Q – Civil Engineering Phase 2 Preliminary Site Plan (Sheet C-6)
Exhibit R – Civil Engineering Phase 3 Preliminary Site Plan (Sheet C-7)
Exhibit S – Landscape Plan Overall Phase 1 & 2 (Sheet L101)
Exhibit T – Landscape Plan Overall Phase 3 (Sheet L102)
Exhibit U – Landscape Plan Enlargement Phase 1 (Sheet L201)
Exhibit V – Landscape Plan Enlargement Phase 2 (Sheet L202)
Exhibit W – Landscape Plan Enlargement Phase 3 (Sheet L203)
Exhibit X – Plant Palette (Sheet L301)
Exhibit Y – Plant List (Sheet L302)
Exhibit Z – Landscape Features (Sheet L401)
Exhibit AA – Landscape Sections (Sheet L402)
Exhibit BB – Partial Site Plan Phase 3 - Public Space (Sheet SK-006-1)

- B. The developer shall be responsible for assuring that any successor in interest who assumes responsibility for this zoning approval is informed of its terms and conditions.

II. PERMITTED USE

- A. This is an approval for a Planned Development and Site Plan Review to develop an Office/Technology Campus with up to a maximum of 500,000 square feet of office and other related uses located in multiple buildings on the 7.3-acre project site that encompasses four separate parcels, identified as 1333 Martinez Street. The development will occur in three phases which includes five to six-story technology-focused office buildings and related site improvements such as on-site and off-site landscaping, bike path, pedestrian path, and utilities; surface parking for the development of Phase 1 while future phases will require the construction of a multi-level parking structure. Alameda County Assessor's Parcel Numbers 75-47-2, 75-47-7, 75-47-3-2, and 75-42-2-1.
- B. No application for amendment of the application or Conditions of Approval may be submitted or accepted for processing by the city unless (i) there is full compliance with all other legally binding documents regulating development on the property; and (ii) there is full compliance with all terms of the application and Conditions of Approval, or (iii) the Community Development Director has waived compliance with the terms of the application because they are minor in content.
- C. Construction of the project shall remain in substantial compliance with the approved exhibits and plans. Any change to the project design, materials or colors shall be subject to the review and approval of the Community Development Director who may administratively approve minor changes, or for more substantial changes, require review by the Planning Commission and City Council as a modification to the Planned Development.

III. ADDITIONAL PLAN SUBMITTALS

- A. Prior to issuance of building permits, the developer shall submit final details and specifications to the bicycle and pedestrian path including, but not limited to: ground markings, ground patterns, symbols, posted signs, pedestrian area and bicycle riding area, and shall be subject to the review and approval of the Engineering and Transportation Director.
- B. Prior to issuance of building permits for each building and the parking structure, the developer shall submit final exterior architectural elevations, details and specifications including, but not limited to: materials, colors and finishes for the review and approval of the Community Development Director.
- C. Prior to issuance of building permits, the developer shall submit final landscape and irrigation plans for the review and approval of the Community Development Director. The plans shall include such details as, 1) tree size, species and location; 2) shrubs and groundcovers; 3) installation specifications, including tree staking; 4) irrigation details; 5) water conservation techniques; and 6) maintenance programs. Final landscape and irrigation plans shall conform to the Water Efficient Landscape Ordinance as codified in

Article 19 of the San Leandro Zoning Code. **In addition, the developer shall work with City staff to produce a landscape plan and plantings for the east edge of the parking structure so it shall be well landscaped to create a striking sense of place and a strong identity for the elements of the site that face the BART station. (Added by the Planning Commission on February 20, 2014).**

- D. Prior to issuance of building permits, the developer shall submit final details and specifications for any freestanding or exterior trash enclosure structures. Said details and specifications shall be designed to blend in and complement the office building or parking structure, to the satisfaction of the Community Development Director.
- E. Prior to issuance of building permits, the developer shall submit final plans and details for site lighting (including submittal of a photometric study) for the review and approval of the Community Development Director. The plans and details shall show location, height, decorative features, and construction details showing materials and finishes to be used for construction. No site lighting may spill offsite.
- F. The Developer shall work with the City, and occupants of the project, to reduce car trips and encourage use of alternate modes of transportation, including but not limited to ~~one~~ **two** or more of the following (1) providing employee transit pass subsidy, (2) including bike storage in the project, (3) including showers and lockers for bike riders in the project, (4) requiring tenants to designate staff as Transportation Demand Management (TDM) coordinator and (5) implementing carpooling programs and car sharing. Developer shall develop a TDM Program or Plan for each phase to the satisfaction of the Community Development Director and Engineering and Transportation Director no later than the issuance of the first certificate of occupancy for Phase 1 improvements. *(Amended by the Planning Commission on February 20, 2014).*

IV. MITIGATION OF ENVIRONMENTAL IMPACTS

- A. All mitigation measures indicated in the Mitigated Negative Declaration shall be included and are hereby incorporated as Conditions of Approval. Said mitigation measures are also listed in the Mitigation Monitoring Plan and the developer shall comply with and implement all provisions of said Mitigation Monitoring Plan.
 - 1. **Mitigation Measure #1:** The applicant shall cooperate with the appropriate regional, state and federal agencies to implement the regional Clean Air Plan and enforce air quality standards in compliance with General Plan Policy 31.01.
 - 2. **Mitigation Measure #2:** The applicant shall promote strategies that help improve air quality by reducing the necessity of driving, such as programs for carpooling and vanpooling, better provisions for bicyclists and pedestrians, and implementing mixed use and higher density development around transit stations in compliance with General Plan Policy 31.02.
 - 3. **Mitigation Measure #3:** The applicant shall conduct pre-construction surveys for the presence of nesting birds within each of the project sites. The project applicant shall retain a qualified biologist to conduct a pre-construction breeding-season survey (approximately February 1 through August 31) to determine if any

birds are nesting on or directly adjacent to the project area. The survey shall be conducted during the same calendar year that construction is planned to begin. If no nesting birds are found, no further action would be required.

If nesting birds are found within the trees on or directly adjacent to the project area, the project applicant shall avoid all birds nest sites located in the project area during the breeding season (approximately February 1 through August 31), or until it is determined by a qualified biologist that all young have fully fledged (left the nest). If the construction cannot be delayed, avoidance shall include the establishment of a non-disturbance buffer zone around the nest site. The size of the buffer zone will be determined in consultation with the CDFG. The buffer zone shall be delineated by highly visible temporary construction fencing, and shall remain in place until it is determined by a qualified biologist that all young have fully fledged (left the nest).

4. **Mitigation Measure #4:** The applicant shall cease any grading or construction activities and shall consult with appropriate representatives of the Native American Heritage Commission if human remains are discovered, in accordance with State Law and Section 7050.5 of the Health and Safety Code, Section 15064.5 (e) of the State CEQA Guidelines and Section 5097.98 of the Public Resources Code.
5. **Mitigation Measure #5:** The City of San Leandro has incorporated the 2012 International Building Code into its municipal building code (Title 7, Chapter 7-5). The project applicant would be required to comply with all applicable State and City regulations to address potential geologic hazards associated with the proposed project, including ground shaking and liquefaction. Geotechnical and seismic design criteria must conform to engineering recommendations in accordance with the seismic requirements of the 2013 San Leandro Building Code. Additionally, because the project site is in a liquefaction Seismic Hazard Zone, the project applicant will be required to comply with the guidelines set forth by California Geological Survey Special Publication 117.
6. **Mitigation #6:** Applicant shall be required to excavate, remove and recompact potentially liquefiable soil. In-site ground densification, for example, compaction with vibratory probes, dynamic consolidation, compaction piles, compaction grouting, etc., shall be conducted. Ground modification techniques, such as permeation grouting, columnar jet grouting, deep soil mixing, stone columns, gravel or other drains shall be implemented, and deep foundations shall be put in place to mitigate potential liquefaction-induced settlement impacts. Implementation of Mitigation Measure #6 reduces potential impacts to a less than significant level.
7. **Mitigation Measure #7: (Subsurface Investigations)**
Subsurface investigations are required prior to development of the San Leandro Downtown Tech Campus. The sampling and analysis programs will be specific to each site based on the prior uses of that site. Additional groundwater sampling and analysis program will be implemented if necessary for chemical constituents that could have migrated onto the sites from off-site upgradient sources, if

identified during due diligence. Detection limits for the analytical program will be sufficiently low to allow assessment of risks to human health under construction worker and residential exposure scenarios.

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents, a California state environmental regulatory agency will be consulted to provide its opinion on the findings of the subsurface investigations and the assessment of risk. This opinion would be sought prior to initiating construction.

8. **Mitigation Measure #8:** (Pre Development Mitigation Measures)

If the subsurface investigation programs yield data suggesting that there could be unacceptable risks to future construction workers or residents and a California state environmental regulatory agency determines that an active remedial response is warranted, the following mitigation measures listed below include methods that may be employed to mitigate unacceptable risks to human health of construction works and future residents.

Remove the impacted soil and dispose of off-Site;
Install a cap to prevent contact with the contamination;
Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
Conduct in situ bioremediation measures; or
Implement liquid or vapor extraction measures.

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures.

Remedial action plans would be approved in advance by a state environmental regulatory agency. Any cleanup or remediation would be required to meet applicable federal, state and local laws, regulations and requirements.

9. **Mitigation Measure #9:** (Risk Management Measures for Construction Phases)

The following are risk management procedures to be followed by future contractors during site preparation and construction activities. General soil management protocols are presented; as well as, protocols for managing fill soils that may be brought to the Sites during filling operations.

- **Pre-Construction Planning and Notification:** Prior to the start of construction activities involving below-ground work, information regarding known areas of contamination shall be provided to the contractor by the Site owner.
- **Site-Specific Health and Safety Worker Requirements:** Each contractor will be responsible for the health and safety of their own workers, including, but not limited to, preparation of their own health and safety plan (HSP) and injury and illness prevention plan (IIPP). The purpose of these documents is to provide general guidance to the work hazards that may be encountered during each phase of construction activities
- Contractors are also required to determine the requirements for worker training, based on the level of expected contact to soil, soil vapor, and groundwater associated with the contractor's activities and locations. The HSP shall contain provisions for limiting and monitoring chemical exposure to construction workers, chemical and non-chemical hazards, emergency procedures, and standard safety protocols. Depending upon known conditions at the time of site development, employees conducting earthwork activities at the Site may be required to complete a 40-hour HAZWOPER training course (29 CFR 1910.120 (e)), including respirator and personal protective equipment training.
- **Construction Impact Mitigation Measures:** During construction, measures shall be taken by contractors to minimize dust generation, storm water runoff and tracking of soil off the Sites. In addition, measures will be taken to reduce the potential for the creation of preferential pathways (vertical or horizontal) for COPCs detected at the Sites during the planned subsurface investigations of soil, soil gas and/or groundwater beneath the Sites. Construction impact mitigation measures are described below.
- **Site Control:** Site control procedures shall be implemented to control the flow of personnel, vehicles and materials in and out of the Sites while working in known contaminated areas. (Currently, there are no known contaminated areas.) The control measures described below will help control the spread of COPCs.
- The perimeter of the sites shall be fenced. Access and egress shall be controlled at the appropriate locations. Signs will be posted instructing visitors to sign in at the project support areas at all site entrances.
- **Equipment Decontamination:** Contractors whose vehicles and construction equipment contact soil that is suspected of being contaminated shall be required to clean the equipment upon leaving the contaminated area. A decontamination area will be established near the construction exit of each area. Soil will be removed from the equipment and vehicles before leaving the contaminated area. Cleaning methods used may include dry methods, such as brushing, scraping, or vacuuming. If dry methods are not effective, wet methods, such as steam cleaning or pressure-washing, should be used. The contractor will contain, manage, and collect samples of the rinse water for analytical testing by a state certified laboratory prior to appropriate disposal. Decontamination procedures shall be developed and implemented by the construction contractor to minimize the possibility that equipment releases contaminated soil onto public roadways or to on-Site areas containing "clean" cover materials or new paving.
- **Personal Protective Equipment:** Personal Protective Equipment (PPE) and clothing shall be used to isolate workers from COPCs and physical hazards. The

minimum level of protection for workers coming into direct contact with contaminated materials will be Level D:

- Coveralls or similar clothing,
 - Reflective safety vests,
 - Work gloves, as necessary,
 - Steel-toed boots,
 - Safety glasses, as necessary,
 - Hard hat, and
 - Hearing protection, as necessary.
- Dust Control: Construction operations will be conducted to minimize the creation and dispersion of dust, including the following measures:
 - Application of water while grading, excavating, and loading, as needed;
 - Limiting vehicle speeds to 15 miles per hour on unpaved portions of the Sites;
 - Minimizing drop heights while loading/unloading soil; and,
 - Soil that is suspected of being contaminated will be covered by an impermeable layer.
 - Additional dust control measures may be identified and implemented by contractors, as necessary, especially if dry and windy conditions persist during periods of earthwork.
 - Compliance with all Bay Area Air Quality Management District rules and regulations.
 - Vertical and Horizontal Preferential Pathways: If development plans include the construction of deep foundations, the foundation of the buildings shall incorporate measures to help reduce the potential for the downward migration of contaminated groundwater. These measures shall be identified in the site-specific geotechnical investigation reports. Appropriate measures shall be implemented to reduce vapor migration through trench backfill and utility conduits. Such measures may include placement of low-permeability backfill “plugs” at intervals on-site and where utilities extend off current parcel boundaries.
 - Storm Water Pollution Controls: A storm water pollution prevention plan (SWPPP) will be required to be prepared for the site. Storm water pollution controls shall be based on best management practices (BMPs), such as those described in “Guidelines for Construction Projects” and “Erosion and Sediment Control Field Manual” published by the San Francisco Regional Water Quality Control Board.
 - Excavation De-Watering: Although not anticipated, if excavation de-watering is required, the water will be sampled and analyzed prior to pumping to evaluate discharge alternatives. The developer’s environmental consultant shall collect a sample of the water for laboratory analyses for COPCs; other

analyses may be required, based on the intended disposal or re-use of the water.

- **Additional Soil Management Protocols During Construction Activities:** Soil with residual COPCs may be present on-site. Subsurface investigations planned for the Sites will determine the presence or absence of COPCs in soils. Once soils are tested, a Site specific soil management plan (SMP) will be prepared. At the present time, there are no known chemical source areas or areas of soil contamination on either Site. The protocols to be followed in the event that unknown areas of contamination are identified during development are described in this section.
- **Procedures for Discovery of Unknown Areas of Contamination:** Site development activities may result in the identification of previously unknown areas or types of contamination. Unknown conditions which may trigger contingency monitoring procedures during site development include, but are not limited to, the following:
 - Oily, shiny, or chemical saturated soils;
 - Soil with a significant chemical or hydrocarbon-like odor; or
 - Significantly discolored soils.

Upon the discovery of one of the conditions identified above, the contractor will conduct the contingency monitoring. Contingency monitoring, if conducted, will consist of the following steps: If unknown areas of potential discolored soils are encountered, additional analyses should be conducted for the suspected constituents to assess the actual composition of the suspected contamination. A State environmental regulatory agency should be contacted for assistance in determining if additional sampling and potential mitigation is necessary. If the encountered materials are suspected to contain volatile organic chemicals, the following contingency monitoring procedures may be followed:

Conduct contingency monitoring by taking organic vapor readings using an organic vapor meter (OVM) or an organic vapor analyzer (OVA) to screen for the presence of fuel, oil, or solvents. If the OVM/OVA indicates that an unknown area of fuel, oil, or solvents has been detected, then a State environmental regulatory agency should be notified to determine if additional sampling is appropriate prior to continuing construction in that area. OVM or equivalent screening methods will be conducted by experienced personnel only.

If an unknown area of soil contamination has been identified, and the State environmental regulatory agency requests additional characterization, the following steps will be taken:

- Soil samples will be collected from the identified area and analyzed for the likely COPC, depending on the suspected type of contamination. The sampling strategy will be discussed with a State environmental regulatory agency prior to the initiation of the sampling activities. Analytical results collected from the suspected source will be compared to the health-based

screening levels and results discussed with a State environmental regulatory agency. If the levels are below the relevant health-based screening levels and the State environmental regulatory agency concurs, no additional action may be necessary.

- If the soil contains COPCs at levels that exceed the relevant health-based screening levels, or if the State regulatory agency concludes that an unacceptable risk to construction worker or future residents may be present, then management measures, such as the following, will be undertaken:
 - Remove the impacted soil and dispose of off-Site;
 - Install a cap to prevent contact with the contamination;
 - Install a physical barrier for vapors such as a vapor barrier or passive venting system, to prevent the accumulation of vapors in indoor environment;
 - Stockpile soil and aerate on-Site, or in a staging area as may be appropriate, in compliance with all applicable laws and regulations;
 - Conduct in situ bioremediation measures; or
 - Implement liquid or vapor extraction measures.

The appropriateness of one of the above management measures over another will depend on many factors, such as the type of constituent detected, the size of the identified impacted area, and the estimated cost of implementing the remedy.

Results of the sampling activities and the proposed course of action, e.g., no action necessary, soil excavation and off-site disposal, on-site treatment and soil reuse, shall be reported to a State environmental regulatory agency and the contractor shall obtain concurrence before implementing the remedial measures. Construction activities in the specific area where the unknown conditions were identified will resume following the completion of the additional sampling activities and the implementation of any required responses.

Any cleanup or remediation shall be required to meet applicable federal, state and local laws, regulations and requirements.

- Imported Fill: To minimize the potential introduction of contaminated fill, all imported fill shall have adequate documentation so it can be verified that the fill source is appropriate for the site's intended use. Documentation shall include detailed information on previous land use of the fill source, any Phase I Environmental Site Assessments performed and the findings, and the results of any analytical testing performed. If no documentation is available or the documentation is inadequate or if no analytical testing has been performed, samples of the potential fill material shall be collected and analyzed. The analyses selected shall be based on the fill source and knowledge of the previous land use as determined by the developer's environmental consultant. The sample frequency for potential fill material shall be in accordance with that outlined in the Department of Toxic Substances Control technical document titled, "Information Advisory on Clean Imported Fill Material".

The developer's environmental consultant shall approve the use of imported fill.

10. **Mitigation Measure #10:** Prior to issuance of a grading permit, the project applicant must prepare and implement an erosion and sediment control plan (ESCP) including interim and permanent erosion and sediment control measures, and a pollutant control plan (PCP).
11. **Mitigation Measure #11:** Prior to issuance of a grading permit, the project applicant shall file the required documentation to the State Water Resources Quality Board and prepare a Storm Water Pollutant Prevention Plan (SWPPP) which will be reviewed and approved by the City Engineer. The City Engineer must conduct inspections prior to issuing a certificate of occupancy, to ensure that requirements are complied with.
12. **Mitigation Measure #12:** The applicant will comply with applicable waste discharge requirements and municipal code requirements including preparation of a SWPPP for construction activities and compliance with the Alameda Countywide Clean Water Program (ACCWP). These permit programs are designed to prevent violation of water quality standards through mitigation and control of pollutant transport in storm water runoff and infiltrating waters. The City of San Leandro Municipal Code ensures that permit conditions are met.
13. **Mitigation Measure #13:** Applicant shall be required to demonstrate adequacy of the existing storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, upgrade the storm drain system to handle existing run-off from the drainage basin as well as run-off from the project, or meter run-off from the site so that it leaves the site at the same rate as it currently does.
14. **Mitigation Measure #14:** Applicant shall remove pollutants from storm water prior to discharging the water from the site per the current NPDES permit
15. **Mitigation Measure #15:** All commercial construction shall comply with the City's existing building codes related to sound attenuation.
16. **Mitigation Measure #16:** All construction activity shall comply with the City's Noise Ordinance (Municipal Code Chapter 4-1, Section 11) so as not to make or cause disturbing, excessive or offensive noise which causes annoyance or discomfort to persons.
17. **Mitigation Measure #17:** The minimum levels of service standards for police and fire response times shall be maintained in accordance with General Plan Policy 45.01.
18. **Mitigation Measure #18:** The applicant shall incorporate lighting, landscaping and other design features that reduce the potential for crime and facilitate rapid response to emergency calls in accordance with General Plan Policy 45.06.

19. **Mitigation Measure #19:** The significant impact at this intersection during the PM peak hour can be mitigated by restriping the eastbound approach to be two lanes, a shared left through lane and a shared through-right lane. These improvements would occur within the existing right-of-way. This mitigation measure results in the intersection operating at LOS E during the PM peak-hour. Therefore, this impact is less than significant.
20. **Mitigation Measure #20:** The applicant shall promote the efficient use of existing water supplies through a variety of water conservation measures, including evaluating the potential for the use of recycled water for landscaping in accordance with General Plan Policy 27.02.
21. **Mitigation Measure #21:** The applicant shall conserve water through the use of such measures as low-flow plumbing fixtures and water-saving appliances in accordance with General Plan Policy 27.04.
22. **Mitigation Measure #22:** The applicant shall be required to pay its fair share of the cost of improving the water, sewer, drainage and other infrastructure systems needed to serve the development through use fees or other appropriate forms of mitigation in accordance with General Plan Policy 52.02.
23. **Mitigation Measure #23:** American Disabilities Act (ADA)–compliant Detectable Warning Devices (Truncated Domes), bike lanes, pedestrian channelization barriers and swing gates shall be installed at the Davis Street crossing (DOT#749728V). Fencing the railroad right-of-way must be considered in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.
24. **Mitigation Measure #24:** ADA detectable warning devices are to be installed on all sidewalks approaches near the Davis Street crossing in the proximity of the project site (DOT#834250S). In addition, fencing the railroad right-of-way must be considered in order to prevent pedestrians from crossing the railroad tracks in unsafe locations.
25. **Mitigation Measure #25:** Improve the Alvarado Street crossing (DOT#912075T) by adding pedestrian channelization barriers and swing gates.
26. **Mitigation Measure #26:** ADA detectable warning devices are to be installed on all sidewalks approaches near the Thornton Street crossing in the proximity of the project site (DOT#834254U). In addition, parking shall be restricted within 70 feet of the railroad crossing.
27. **Mitigation Measure #27:** ADA detectable warning devices are to be installed on all sidewalks approaches near the Parrott Street crossing in the proximity of the project site (DOT#834253M). In addition, parking shall be restricted within 70 feet of the railroad crossing.

28. **Mitigation Measure #28:** Pavement markings and signage on the proximal railroad crossings are to be verified that they are in compliance with the California Manual on Uniform Traffic Control Devices.

V. BUILDING AND SAFETY SERVICES CONDITIONS

- A. Prior to approval of the final building plans for building permits, the developer shall submit evidence of compliance with Title 24 Code, to the satisfaction of the Building Official.
- B. Prior to approval of building permits, the developer shall submit evidence of compliance with the California Building Code related to the following accessibility requirements:
1. Accessible path of travel from nearest public bus stop to the site is required.
 2. The entire site shall be made accessible.
 3. Accessible path of travel is required to trash enclosures.
 4. Common public areas such as recreation areas and parking areas shall be accessible as per CBC Chapter 11B.
- C. The developer shall employ the engineer responsible for the structural design, or another engineer designated by the engineer responsible for the structural design, to perform structural observation in accordance with the Building Code. Structural observation means the visual observation of the structural system, for general conformance to the approved plans and specifications at significant construction stages and at completion of the structural system.
- D. In addition to the inspections required by the Building Code, the developer or the engineer or architect of record acting as the developer's agent shall employ one or more special inspectors who shall provide inspections during construction as required by the California Building Code. The special inspector shall be approved by the Chief Building Official. Per City Ordinance, the City reserves the right to impose structural standards that exceed the requirements of the Uniform Building Code.
- E. Final building plans submitted for building permit shall incorporate a range of water conservation measures to substantially reduce average per capita daily use. These measures shall include the use of equipment, devices and methods for plumbing fixtures and irrigation that provide for long-term efficient water use, subject to the review and approval of the Building Official.

VI. ENGINEERING & TRANSPORTATION DEPARTMENT REQUIREMENTS

- A. Pursuant to Government Code Section 66020, including Section 66020 (d) (1), the City **HEREBY NOTIFIES** the applicant for this Project that the 90-day approval period (in which the applicant may protest the imposition of any fees, dedications, reservations, or other exactions imposed on this Project by these Conditions of Approval) will begin on the date of the conditional approval of this Project. If the applicant fails to file a protest within this 90-day period, complying with all of the requirements of Government Code Section 66020, the applicant will be legally barred from later challenging any such fees, dedications, reservations or other exactions.

- B. Applicant shall submit, obtain approval, record, and pay review fees for a tract map to configure the property lines and easements as shown on the vesting tentative map and noted herein prior to issuance of building permits.
- C. Applicant shall obtain an Encroachment Permit from the Engineering and Transportation Department and pay encroachment permit fees for work within the public right-of-way prior to the issuance of building permits for the project.
- D. Applicant shall obtain a Grading Permit from the Engineering and Transportation Department and pay associated fees prior to obtaining a Building Permit. Applicant shall submit Erosion Control plans and a detailed maintenance plan for the post construction storm water treatment measures. Applicant shall implement all applicable items listed in the model list of source control measures, published by the Alameda Countywide Clean Water Program.
- E. Applicant shall file a Notice of Intent and Storm Water Pollution Control Plan with the State Water Quality Control Board and shall comply with all requirements of the board prior to issuance of a Grading Permit by the City.
- F. If the design of any site improvement requires encroachments onto neighboring properties during construction, Applicant shall submit written agreements with that property owner to the City Engineer, for review and approval, prior to approval of the building permit.
- G. Applicant shall pay design review fees, permit fees, inspection fees, sewer connection fees, and any other fees charged by the City or other reviewing agencies for the review, approval, permitting and inspection of the public and private improvements.
- H. Applicant shall pay the Development Fee for Street Improvements (DFSI) ~~prior to issuance of a building permit~~ **upon issuance of Certificate of Occupancy**. ~~This fee is due when the building permit is issued.~~ Fees for buildings on other phases will be determined when building permits are issued for remaining, proposed buildings. (*Amended by the Planning Commission on February 20, 2014.*)
- I. The proposed development shall comply with City ordinances, policies and regulations. All public and private site improvements shall be in accordance with the City's Design Standards, Specifications and Standard Plans unless otherwise specifically approved by the City Engineer.
- J. Applicant shall have public and private site improvements designed and stamped by a civil engineer registered to practice within the State of California. Applicant shall obtain approval of the City Engineer for all on and off site improvements prior to the issuance of Building Permits for the project. All improvements within the right of way shall be per City Standards. Improvements shall be designed so that storm water does not impact pedestrian travel along sidewalks or across streets.

- K. Applicant shall either demonstrate the adequacy of the existing storm drain system to handle the existing run-off from the drainage basin as well as run-off from the project, upgrade the system to handle said flow, or meter run-off from the site so that peak flows in the system do not change.
- L. Applicant shall conform to City standards. The drive aisle and parking spaces must be revised to meet City standards prior to issuance of a building permit.
- M. Applicant shall locate all utilities serving the site underground.
- N. Applicant shall comply with the regulations and provisions contained in the City's Grading Ordinance, the City's Storm Water Pollution Prevention Permit, and the National Pollutant Discharge Elimination System (NPDES), to the satisfaction of the City Engineer. More information may be found at www.cleanwaterprogram.org.
- O. Applicant shall reduce storm water pollution by implementing the following pollution source control measures:
1. Structures shall be designed to discourage the occurrence and entry of pests into buildings, thus minimizing the need for pesticides. The trash area shall be separated from the rest of the building by concrete or masonry walls so that pests that gain access to the area are less likely to access the rest of the building.
 2. All storm drains shall be marked "NO DUMPING, DRAINS TO BAY"
 3. All on-site storm drains shall be inspected and, if necessary, cleaned at least twice a year immediately prior to the rainy season.
 4. Sidewalks and parking lots shall be swept regularly to minimize the accumulation of litter and debris. Steam cleaning or low volume pressure washing may be performed only after pre-cleaning using dry methods, spot cleaning and recovery in stained areas and removal of all mobile pollutants. Debris resulting from pressure washing shall be trapped and collected to prevent entry into the storm drain system. Wash water containing any soap, cleaning agent or degreaser shall not be discharged to the storm drain.
 5. Interior floor drains and parking garage floor drains (if any) shall not be connected to the storm drain system.
 6. Air conditioning condensate shall be directed to landscaped areas. Any air conditioning condensate that discharges to land without flowing to a storm drain may be subject to the requirements of the State Water Resources Control Board's (SWRCB) Statewide General Waste Discharge Requirements (WDRs) for Discharges to Land with a Low Threat to Water Quality.
 7. Landscaping shall be designed to minimize irrigation and runoff, promote surface infiltration where appropriate, and minimize the use of fertilizers and pesticides that can contribute to storm water pollution.
 8. Where feasible, landscaping shall be designed and operated to treat storm water runoff by incorporating elements that collect, detain, and infiltrate runoff. In areas that provide detention of water, plants that are tolerant of saturated soil conditions and prolonged exposure to water shall be specified.

9. Plant materials selected shall be appropriate to site specific characteristics such as soil type, topography, climate, amount and timing of sunlight, prevailing winds, rainfall, air movement, patterns of land use, ecological consistency and plant interactions to ensure successful establishment.
 10. Selection of the plants that will require minimal pesticide use.
 11. Irrigation shall be appropriate to the water requirements of the selected plants.
 12. Applicant shall select pest- and disease-resistant plants.
 13. Applicant shall plant a diversity of species to prevent a potential pest infestation from affecting the entire landscaping plan.
 14. Applicant shall plant “insectary” plants in the landscaping to attract and keep beneficial insects.
- P. Applicant shall either construct all improvements as described herein, or provide security and enter into a subdivision improvement agreement with the City specifying the time of construction of all improvements, or enter into a cooperative improvement agreement with the City specifying which party will construct the improvements and the time of performance.
- Q. Applicant shall enter into an agreement or construct the following work prior to issuance of building permits: move all existing utilities from the easement (that bisects the project) to be abandoned to the easement to be created. This work shall include installation of any manholes, inlets, pull boxes, and tie in work required to provide a complete, functioning utility. The replacement sanitary sewer shall be designed with due consideration of all existing deficiencies, including those listed in the 1993 Sanitary Sewer System Capability Study and Master Plan by Montgomery Watson.
- R. Applicant shall enter into an agreement to pay the overhead conversion fee, or convert the existing utilities from overhead to underground along the entire frontage of all parcels included in the map to prior to acceptance of the final map.
- S. Applicant shall enter into an agreement or construct the following work prior to issuance of certificate of occupancy: remove any unused driveways or damaged driveways, sidewalk, and curb and gutter along the full property frontage and construct new City standard driveway, sidewalk, curb and gutter in place of the removed items.
- T. Applicant shall enter into an agreement or construct the following work prior to acceptance of the final map: improvements on Martinez Street, West Estudillo Street, and the pedestrian paseo as shown on the plans submitted with the application or to the extent required by the City Engineer.
- U. Applicant shall maintain landscaping on all lots unless they are under construction, being used for construction staging, or covered by existing vegetation.
- V. Applicant shall comply with the following high standards for sanitation during construction of improvements: Garbage cans, construction dumpsters, and debris piles shall be removed on a minimum weekly basis. All food related trash items such as wrappers, cans, bottles, and food scraps shall be disposed of in closed containers only and shall be regularly removed from the site. Inspections, conducted as part of the regular construction

compliance, will be conducted to ensure compliance of the Applicant and contractors with this requirement.

VII. FENCING AND SCREENING REQUIREMENTS

- A. All fencing and walls on the project site shall be structurally sound, graffiti-free and well maintained at all times.
- B. Barbed or razor wire shall not be installed on any fence, wall or building on the project site.
- C. Electrical transformers shall be vaulted underground. In the event that the transformer cannot be undergrounded, it shall be screened from view consistent with the access requirements of PG&E. Details for screening shall be subject to the review and approval of the Community Development Director.
- D. All walls, fences, and landscaping within 25 feet of any street intersection or driveway shall be maintained at a height of not more than 36 inches above the top of the nearest adjacent curb and gutter to allow for adequate sight distance, or unless otherwise approved by the City's Transportation Engineer.

VIII. MAINTENANCE

- A. The project site shall be well maintained and shall be kept free of litter, debris and weeds at all times; during construction, the site shall be well maintained and shall be kept free of litter, debris and weeds.
- B. Any graffiti shall be promptly removed from building walls, perimeter soundwalls and/or fences. The developer and its successors in interest shall comply with the rules and regulations of the City's graffiti removal program and shall grant a license and right of entry as requested to enforce the terms of such program.
- C. All landscaping improvements shall be maintained in a healthy, growing condition at all times.
- D. During the construction phase, the site shall be enclosed with a security fence and shall be well maintained in a neat manner, free of weeds, litter and debris.

IX. CONSTRUCTION PROVISIONS

- A. Construction on the project site shall not commence prior to 7:00 a.m. and shall cease by 7:00 p.m., Monday through Friday, and shall not commence prior to 8 a.m. and shall cease by 7 p.m. Saturday and Sunday, unless otherwise approved by the Chief Building Official. There shall be no construction on Federal holidays. Interior construction such as sheet rock taping and texturing, painting, tile installation and similar activity shall be permitted outside the above hours provided that construction noise shall not be detectable outside of the buildings under construction or renovation.

- B. Construction activity shall not create dust, noise or safety hazards for adjacent residents and properties. Dirt and mud shall not be tracked onto Alvarado Street, Davis Street, Parrott Street or Thornton Avenue from the project site during construction. Standard construction dust control procedures, such as wetting, daily roadwashing and other maintenance functions to control emissions, shall be implemented at all times during outdoor construction. Dust generating activities such as grading, excavation, paving etc., shall be scheduled the early morning and other hours when wind speeds are low. All construction activities entailing soil disturbance shall cease when winds exceed 30 miles per hour as an hourly average.
- C. The developer shall prepare a construction truck route plan that would restrict trucks to arterial streets that have sufficient pavement section to bear the heavy truck traffic, thereby minimizing noise and traffic impacts to the community. The construction truck route plan shall be reviewed and approved by the City Transportation Administrator prior to receipt of the grading permit.
- D. Truck hauling activities shall be restricted to 8:00 a.m. to 5:00 p.m. There shall be no truck hauling activity on Saturdays, Sundays and Federal holidays.
- E. Procedures with the highest noise potential shall be scheduled for daylight hours, when ambient noise levels are highest.
- F. The contractor(s) shall be required to employ the quietest among alternative equipment or to muffle/control noise from available equipment.
- G. All construction contracts shall include the following requirements: 1) Unpaved construction sites shall be sprinkled with water at least twice per day; 2) Trucks hauling construction materials shall be covered with tarpaulins or other effective covers; 3) Streets surrounding demolition and construction sites shall be swept at least once per day; and 4) Paving and planting shall be done as soon as possible. City shall charge developer, and developer shall pay, for all costs of sweeping city streets in the vicinity of the project as necessary to control dust and spillage.
- H. The property shall be secured during construction with a six (6) foot tall chain link fence and any other security measures in accordance with recommendation of the San Leandro Police Department.

X. POLICE DEPARTMENT REQUIREMENTS

- A. All trees planted to be mature enough and located are enough away from the sidewalk so their branches are at least 8 feet above the sidewalk area and 14 feet above the roadway.
- B. All building addresses shall be placed in such a position as to be plainly visible and legible from the street. Said numbers shall contrast with their background and be visible at night. Details including number size and location shall be submitted for the review and approval of the City of San Leandro Police Department, Fire Marshal and the Community Development Director, prior to issuance of building permits. Street names shall be approved by the City of San Leandro Police Department, Fire Marshal and the

Community Development Director. Specific property addresses will be assigned by the Building Division of the Community Development Department.

XI. ENVIRONMENTAL SERVICES DIVISION REQUIRMENTS

- A. The storage of hazardous materials in quantities equal to or greater than 55 gallons, 200 cubic feet or 500 pounds and generating any amount of hazardous waste requires submittal of a Hazardous Materials Business Plan (HMBP). HMBP submittal shall be completed via the Cal EPA CERS online database. Prior to issuance of a certificate of occupancy or final of a business permit, whichever occurs first, a HMBP shall be submitted to Environmental Services for the storage and use of planned hazardous materials and/or generation of hazardous waste. The plan is subject to the review and approval of Environmental Services; or
- B. The storage of hazardous materials in quantities equal to or exceeding permit amounts listed in CA Fire Code Section 105, Tables 105.6.8, 105.6.10 or 105.6.20, but below HMBP quantities above or generating any amount of hazardous waste requires limited registration via the Cal EPA CERS online database. Prior to issuance of a certificate of occupancy or final of a business license, whichever occurs first, Registration shall be submitted to Environmental Services for the storage and use of planned hazardous materials and/or generation of hazardous waste. The registration is subject to the review and approval of Environmental Services.
- C. All fees and charges related to Environmental Services programs shall be paid promptly in full. Failure to keep accounts current shall be grounds for revocation of the conditional use permit.
- D. Discharge of anything other than rainwater to the stormwater collection system, including area drains, sidewalks, parking areas, parking garages, street curb or gutter, is strictly prohibited.
- E. Container Management of Trash, Solid Waste and/or Recyclables shall be required to prevent exposure to or contamination of rainwater, creating illicit discharges or impacting receiving surface waters.
- F. New or modified connections to the City's storm water collection system shall be protected from trash loading with Regional Water Quality Control Board (RWQCB) approved full trash capture methods.
- G. New connections to the public stormwater collection system shall contain approved full trash capture structural Best Management Practices (BMPs).
- H. The elimination of exposure of materials, processes or equipment to the maximum extent practicable is necessary to prevent contamination of rainwater. Exposures that cannot be eliminated require the use of Best Management Practices (BMPs), both engineered and policy/procedural, to prevent remaining exposures from impacting rainwater, creating illicit discharges or contaminating receiving surface waters.

- I. The storage of materials, installation of processes and/or equipment outdoors may place the facility into the Industrial/Commercial Facility Stormwater program and require submittal to the Regional Water Quality Control Board a Notice of Intent (NOI) to comply with the State Wide General Industrial Facility Permit. The elimination of exposure to stormwater by relocating indoors, covering or utilizing other engineered controls is highly recommended.
- J. The generation or discharge of wastewaters, other than domestic sewerage, may require a pretreatment permit for discharge to the sanitary sewer. If a permit is required, submittal of an application to the City's Environmental Services is required prior to finaling of the building permit or commencing the discharge; whichever shall occur first.
- K. A Planned Development subject to installation of structural stormwater treatment BMPs per section C3 of the Municipal Regional Permit shall complete a Stormwater Structural Treatment BMP Operation & Maintenance Data Form. The form shall be submitted to the City's Engineering Division prior to finaling of the grading permit.
- L. Changes to ownership, operator, maintenance contractor, Structural Treatment BMPs installed, the O&M Plan, or any other information contained in the Data Form shall be provided to the City by submittal of a revised O&M Data Form 30 days prior to the effective date of the change. Revised Data Forms shall be submitted to the Environmental Services Section.

XII. ALAMEDA COUNTY FIRE DEPARTMENT REQUIREMENTS

- A. The project shall comply with the applicable Building and Fire Codes as adopted by the City of San Leandro. Site, building and fire protection system plans shall be provided for review and approval by the Fire Department. Required emergency vehicle access shall be provided on the building permit plans to the satisfaction of the Fire Department.
- B. Fire hydrants and fire flow are required for the project per the California Fire Code Appendix B and C. Provide fire flow information for the site. The fire flow information is available from EBMUD.
- C. Each office building shall be provided with an automatic sprinkler system. The sprinkler systems are required to be monitored by an approved supervising station.
- D. A Knox box is required at the entry to each building. In the event driveway(s) are gated, a Knox key switch is required at the gate in the driveway.
- E. Prior to issuance of building permits, project plans shall show that all areas on-site that are required to be marked "No Parking" and painted red, including any turnaround on the site and any required fire lanes.

XIII. GENERAL CONDITIONS

- A. Prior to issuance of building permits, a lighting plan and specific street lighting details regarding location, candle power, and light levels (by submittal of a photometric study) shall be reviewed and approved by the City Engineer and Community Development Director.
- B. All exterior mechanical equipment such as air conditioning/heating units and radio/television antennas shall be screened from view so as not to be visible from adjacent properties or streets to the satisfaction of the Community Development Director. This condition shall not apply to wireless cable receivers that do not exceed three feet in diameter.
- C. The approvals granted by the City as a result of this application, as well as the Conditions of Approval, shall be recorded in the Office of the County Recorder of Alameda County.

Exhibit 4

Development Agreement

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

City of San Leandro
835 East 14th Street
San Leandro, CA 94577-3767
Attn: Community Development Director

Exempt from Recording Fees
Pursuant to Government
Code Sections 6103 and 27383

APNs: 075-0047-002-00, 075-0047-003-02, (Space Above This Line Reserved for Recorder's Use Only)
075-0047-007-00, 075-0041-002-01

DEVELOPMENT AGREEMENT

BY AND BETWEEN

THE CITY OF SAN LEANDRO

AND

**CHANG INCOME PROPERTY PARTNERSHIP LP, SAN LEANDRO LAND SERIES
(R1), A DELAWARE LIMITED PARTNERSHIP**

DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT (this “**Development Agreement**” or this “**Agreement**”) is entered into as of _____, 2014 (the “**Agreement Date**”) by and between the City of San Leandro, a California Charter City organized and existing under the laws of the State of California (“**City**”) and Chang Income Property Partnership LP, San Leandro Land Series (R1), a Delaware limited partnership (“**Developer**”). City and Developer are referred to individually as “**Party**,” and collectively as the “**Parties**.”

RECITALS

This Agreement is entered upon the basis of the following facts, understandings and intentions of City and Developer.

A. The lack of certainty in the approval of development projects can result in a waste of resources, escalate the cost of development, and discourage investment in and commitment to comprehensive planning that would make maximum efficient utilization of resources at the least economic cost to the public.

B. In order to strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic costs and risk of development, the Legislature of the State of California enacted Section 65864 *et seq.* of the Government Code (the “**Development Agreement Legislation**”), which authorizes City to enter into a development agreement for real property with any person having a legal or equitable interest in such property in order to establish certain development rights in the property.

C. Developer has a fee interest in certain real property consisting of approximately 5.27 acres located adjacent to the San Leandro Bay Area Rapid Transit (“**BART**”) station, bordered by Martinez St., Thornton St., Alvarado St. and West Estudillo Ave., known as APN Nos. 075-0047-002-00, 075-0047-003-02, 075-0047-007-00, 075-0041-002-01 as more particularly described in Exhibit A attached hereto, and as diagrammed in Exhibit B attached hereto (the “**Property**”).

D. On September 4, 2007 City adopted the San Leandro Downtown Transit Oriented Development Strategy (the “**TOD Strategy**”) to establish a land use framework, a comprehensive circulation plan, design and development guidelines and a series of implementation actions in order to increase transit ridership and to enhance downtown San Leandro.

E. The Property is located within the TOD-BART Mixed Use and Public/Institutional areas, as designated and defined in the TOD Strategy.

F. Developer intends to develop the Property in three phases as a mixed-use commercial/limited retail/office complex, which will include public open space, construction of bicycle and pedestrian walkways and access to local transit (as defined more fully in Section 1.4 below, the “**Project**”).

G. The complexity, magnitude and long-range nature of the Project would be difficult for Developer to undertake if City had not determined, through this Development

Agreement, to inject a sufficient degree of certainty in the land use regulatory process to justify the substantial financial investment associated with development of the Project. As a result of the execution of this Development Agreement, both Parties can be assured that the Project can proceed without disruption caused by a change in City planning and development policies and requirements, which assurance will thereby reduce the actual or perceived risk of planning, financing and proceeding with construction of the Project.

H. City is desirous of advancing the socioeconomic interests of City and its residents by attracting advanced technology companies to the San Leandro fiber loop, attracting companies that can create significant employment that will benefit from access to and create ridership for BART and Alameda Contra Costa Transit; promoting pedestrian and bicycle access to downtown San Leandro; promoting the productive use of property and encouraging quality development and economic growth, thereby enhancing employment opportunities, including but not limited to high-skilled technology and related professional employment, for residents and expanding City's property tax base.

I. City has determined that by entering into this Development Agreement: (1) City will ensure the productive use of property and foster orderly growth and quality development in City; (2) development will proceed in accordance with the goals and policies set forth in the City of San Leandro General Plan (the "**General Plan**") and will implement City's stated General Plan policies; (3) City will receive substantially increased property tax revenues; (4) City will benefit from increased employment and housing opportunities for residents of City that are created by the Project; and (5) the Project will contribute to the revitalization of Downtown San Leandro.

J. Developer has applied for, and City has granted, the Project Approvals (as defined in Section 1.7) in order to protect the interests of its citizens in the quality of their community and environment.

K. City has undertaken, pursuant to the California Environmental Quality Act (Public Resources Code Section 21000 *et seq.*, hereinafter "**CEQA**"), the required analysis of the environmental effects that would be caused by the Project and has determined those feasible mitigation measures which will eliminate, or reduce to an acceptable level, the adverse environmental impacts of the Project. The environmental effects of the proposed development of the Property were analyzed by the Final Environmental Impact Report (the "**2007 FEIR**") certified by City on September 4, 2007 in connection with the TOD Strategy. City has also adopted a mitigation monitoring and reporting program (the "**MMRP**") to ensure that those mitigation measures incorporated as part of, or imposed on, the Project are enforced and completed. Those mitigation measures for which Developer is responsible are incorporated into, and required by, the Project Approvals.

L. In addition to the Project Approvals, the Project may require various additional land use and construction approvals, termed Subsequent Approvals (as defined in Section 1.7.6), in connection with development of the Project.

M. City has given the required notice of its intention to adopt this Development Agreement and has conducted public hearings thereon pursuant to Government Code

Section 65867. As required by Government Code Section 65867.5, City has found that the provisions of this Development Agreement and its purposes are consistent with the goals, policies, standards and land use designations specified in City’s General Plan.

N. On February 20, 2014, the City of San Leandro Planning Commission (the “**Planning Commission**”), the initial hearing body for purposes of development agreement review, recommended approval of this Development Agreement pursuant to Resolution No. 2014-02.

O. On _____, 2014, the City of San Leandro City Council (the “**City Council**”) adopted its Ordinance No. ____ (the “**Approving Ordinance**”) approving this Development Agreement and authorizing its execution. The Approving Ordinance will take effect on _____, 2013 (the “**Effective Date**”).

P. For the reasons recited herein, City and Developer have determined that the Project is a development for which this Development Agreement is appropriate. This Development Agreement will eliminate uncertainty regarding Project Approvals (including the Subsequent Approvals), thereby encouraging planning for, investment in and commitment to develop the Property. Continued use and development of the Property will in turn provide substantial employment and property tax benefits, and contribute to the provision of needed infrastructure and housing for area growth, thereby achieving the goals and purposes for which the Development Agreement Legislation was enacted.

Q. The terms and conditions of this Development Agreement have undergone extensive review by City staff, the Planning Commission and the City Council at publicly noticed meetings and have been found to be fair, just and reasonable and in conformance with the City General Plan and the Development Agreement Legislation, and, further, the City Council finds that the economic interests of City’s residents and the public health, safety and welfare will be best served by entering into this Development Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and promises set forth herein, City and Developer agree as follows:

ARTICLE 1.
GENERAL PROVISIONS

1.1. Parties.

1.1.1. City. City is a California municipal corporation, with offices located at 835 East 14th Street, San Leandro, CA 94577-3767. “City,” as used in this Development Agreement, includes City and any assignee of or successor to its rights, powers and responsibilities.

1.1.2. Developer. Developer is a Delaware limited partnership, with offices located at 520 South El Camino Boulevard, San Mateo, CA, 94402. “Developer,” as used in this Development Agreement, includes any permitted assignee or successor-in-interest as herein provided.

1.2. Property Subject to this Development Agreement.

The Property known as APN 075-0047-002-00, 075-0047-003-02, 075-0047-007-00, 075-0041-002-01, as more particularly described in Exhibit A and shown in Exhibit B, is subject to this Development Agreement.

1.3. Term of the Agreement.

The term (“**Term**”) of this Development Agreement will commence upon the Effective Date and continue in full force and effect for a period of ten (10) years, with one automatic extension for another five (5)-year term upon completion of construction of Phase One of the Project (defined in Section 1.4.3 below), unless earlier terminated as provided in this Agreement. The Term has been established by the Parties as a reasonable estimate of the time required to develop the Project and obtain the benefits of the Project.

1.4. The Project

1.4.1. General. The Project contemplates the construction of a phased commercial and retail development, together with accessory automobile and bicycle parking and other ancillary improvements described in this Section 1.4.

1.4.2. Martinez Street and West Estudillo Avenue Vacation and Improvements. City and Developer shall enter into an agreement whereby City will vacate Martinez Street and West Estudillo Avenue. The Project includes Developer’s construction and maintenance of landscaping, green space and a bicycle path consistent with the East Bay Green Way plans, on the eastern portion of the former footprint of Martinez Street (the “**Martinez Street Improvements**”), as described in Exhibit C attached hereto and incorporated herein by this reference. Prior to construction of the Martinez Street Improvements, Developer and City will enter into a separate maintenance and improvement agreement that more fully describes the Martinez Street Improvements and sets forth Developer’s obligations to maintain the Martinez Street Improvements in more detail. The Martinez Street Improvements must be constructed prior to, or concurrently with, and completed prior to occupancy of the Phase One Improvements (defined below).

1.4.3. Phase One Improvements. Phase One of the Project consists of the construction of a minimum six-story commercial office building with a minimum square footage of 120,000 square feet that may include limited retail space of 12,000 square feet or less (“**Phase One Improvements**”). It is anticipated that Phase One Improvements will include all of the following construction:

a. Construction of bundled parking up to a maximum ratio of 3.6 parking spaces per 1,000 square feet of office or retail space. For the purpose of this Agreement, “bundled parking” shall mean on-site parking spaces that are devoted to exclusive use by tenants of the Project as part of their lease. Developer shall have the right to charge for all bundled parking in the Phase One. The parking may be constructed as either surface parking, above grade or below grade structured parking, as appropriate to accommodate the needs of Phase One.

b. Construction of a landscaped paseo (walkway) with public access easement (the “**Walkway Improvements**”) for safe passage from Alvarado St. to the BART Station to the east, as generally described in Exhibit C attached hereto and incorporated herein by this reference. The Walkway Improvements will entail the removal and replacement of the existing pedestrian at-grade [train] crossing and replacing it with the paseo at a location, subject to City approval, closer to the BART station fare gates. Developer will use good faith efforts to obtain approvals and permits from the applicable agencies that are necessary to construct the Walkway Improvements. It is understood that Developer has no control over the granting of approvals necessary to complete any improvements in the railroad right-of- way bordering the project site along Martinez Street . In the event Developer is not granted any required permits or approvals related to complete the work contemplated by this subsection, the Project may proceed to construction as approved in the Project Approvals and contemplated by this Agreement. Completion of improvements within any railroad right-of-way shall not be a condition of approval of the Project.

c. Construction of bicycle parking, including bicycle lockers and shelters, as mutually agreed between City and Developer consistent with the amount of bicycle parking needed for the Phase One Improvements.

d. Provided that there are no construction schedule conflicts with the development of the proposed multi-phased development project by BRIDGE Housing Corporation at 1400 San Leandro Boulevard (currently used as a BART parking lot) and that there are no costs to be borne by Developer, Developer shall, if needed, make a good faith effort to work with BRIDGE Housing Corporation to provide temporary parking for BART patrons on the Developer’s site while BRIDGE’s development project is under construction.

1.4.4. Phase Two Improvements. Phase Two of the Project consists of the construction of a minimum six story building with a minimum square footage of 120,000 square feet that would consist of commercial office space, and in addition may include limited retail space of 12,000 square feet or less (“**Phase Two Improvements**”). Phase Two Improvements will include all of the following construction:

a. Construction of bundled parking up to a maximum ratio of 3.0 parking spaces per 1,000 square feet of office or retail space. Developer shall have the right to charge for all bundled parking in Phase Two. The parking may be constructed as above grade or below grade structured parking as appropriate, to accommodate a sufficient number of parking spaces and levels for both the Phase Two and the Phase Three Improvements.

b. Construction of bicycle parking, including bicycle lockers and shelters, as mutually agreed between City and Developer consistent with the amount of bicycle parking needed for the Phase Two Improvements.

c. Completion of improvements within any railroad right-of-way.

1.4.5. Phase Three Improvements. Phase Three of the Project consists of the construction of a minimum five story building with a minimum square footage of 100,000 square feet that would consist of commercial office space, and in addition may include limited retail

space of 12,000 square feet or less (“**Phase Three Improvements**”). Phase Three Improvements will include construction of bundled parking up to a maximum of 3 parking spaces per 1,000 square feet of office or retail space. Developer shall have the right to charge for all bundled parking in the Phase Three. The parking may be constructed as above grade or below grade structured parking as appropriate, to accommodate a sufficient number of parking spaces and levels for the Phase Two and the Phase Three Improvements. Phase Three Improvements also include bicycle parking, including bicycle lockers and shelters, as mutually agreed between City and Developer.

The maximum square footage allowed under this Agreement for the Phase One, Phase Two and Phase Three Improvements may not exceed 500,000 square feet in total.

1.4.6. Any proposed residential uses in Phases 2 and 3 will require entitlement or design approval, including an amendment to the Planned Development and Site Plan Review, by the Planning Commission and the City Council.

1.4.7. Additional Unbundled Parking. Additional parking in excess of the 3.6 per 1000 square feet of building area parking spaces in Phase 1, 3.0 per 1000 square feet in Phase 2 and 3 may be constructed in Phase 1, 2, or 3 at the developer’s sole discretion, provided these additional spaces are “unbundled” for public use. For the purpose of this Agreement “unbundled parking” shall mean on-site public parking spaces that are available separately from those bundled spaces provided to an occupant of the Project for that occupant’s exclusive use. Developer may elect to charge parking fees for the use of the unbundled spaces. Developer shall have the right to charge for unbundled parking. It is further understood that parking spaces in excess of 3.6 spaces per 1000 square feet of building area constructed in Phase 1 would constitute a “front loading” of the parking that will ultimately be required to serve subsequent phases of the development. The “bundled” and “unbundled” parking spaces may be constructed as at grade surface parking, as above grade or below grade structured parking as appropriate, to accommodate a sufficient number of parking spaces for all phases of the development.

1.4.8. Landscaping and Public Outdoor Activity Improvements. The Project includes Developer’s construction and maintenance of a minimum of approximately 30,000 square feet of public and outdoor activity area (“**Public Improvements**”) for use by the building occupants and by the general public as further described in Exhibit D attached hereto and incorporated herein by this reference. Developer shall retain the right to control use and access of the public and outdoor activity areas located on the Project site (“**Activity Areas**”), and may reasonably regulate public access to the Activity Areas to daylight hours. Developer may temporarily restrict public access to portions of the Activity Areas for occasional private events for Project tenants.

1.4.9. Public Art. Developer shall finance and place public art at appropriate locations on the project site.

a. The amount to be used to fund the public art will be calculated as one percent (1%) of the construction budget (the “**Public Art Fund**”), as based on the City’s review of the Developer’s final construction budget for each phase. The Developer shall have the option to 1) install the public art in each phase of construction, or 2) “frontload” the art

installation in Phase 1 or Phase 2 with the approval of the Community Development Director. Any costs in excess of 1% of the construction costs of Phase 1 and/or Phase 2 shall be considered a credit against the Public Art fund for subsequent phases.

b. Developer must provide an attractive, prominent and visible freestanding art object, such as a large sculpture or fountain in each phase. Eligible expenses for the Public Art Fund include: art and artist selection process, site preparation, design, acquisition and/or construction of the art works. Developer shall have sole discretion in selection of the artist(s), the art piece or pieces, and the location of the art. Certain landscaping features, if appropriately designed and in consultation with an appropriate artist, may also be considered art under these provisions, including but not limited to water features, open space seating, Activity Area amenities, lighting and special paving installations.

c. Developer is responsible for maintenance of all public art located on the Property.

d. In lieu of funding on-site public art, Developer may fulfill all or a portion of its requirements under this Section 1.4.7 by making a payment calculated as one-half of one percent (0.5%) of the total construction budget to the City, to be deposited into a public art fund managed by the City, which will be used exclusively for eligible expenses consistent with the expenses set forth in Section 1.4.7(b) above.

1.4.10. Landscaping. Each phase of construction includes Developer's construction and maintenance of landscaping in conformity with Article 19, Landscape Requirements, of the San Leandro Zoning Code. City has the right to review and approve the landscaping plan prior to construction.

1.4.11. Maintenance. City and Developer will enter into a separate maintenance agreement that will set forth the requirements of Developer to maintain the Property, including but not limited to all landscaping, all buildings and the public art.

1.4.12. LEED Rating. Developer shall design each phase of improvements to achieve a minimum Silver LEED rating for commercial and mixed-use space and, if applicable, an equivalent Green Point Rating (from Build It Green) for residential space.

1.5. Downtown San Leandro Community Benefits District Following construction of the Project, Developer shall support the Downtown San Leandro Community Benefits District.

1.6. Local Hiring . It is in the interests of the City, its residents and local businesses, to encourage development within the City boundaries that strengthens the local economy by providing jobs and increasing economic activity overall. The construction of the Project will directly create construction jobs and indirectly could increase ancillary and complementary jobs that support the Project's construction activities. The City has a strong public interest in encouraging hiring local firms and businesses for major projects within the City.

In order to further these goals, Developer will make a good faith effort to contract with appropriate businesses located in San Leandro for both professionals and construction trades that will be working on the project construction, subject to the following standards:

- For the purpose of this Section 1.6, a business is located in San Leandro if it has a physical presence within the City limits and has applied for and received a local business license; such business may also have offices outside the City;
- Developer will conduct outreach to make City businesses aware of the availability of project related contracts by (a) advertising such opportunities in the local newspaper(s) and (b) holding at least two advertised open houses in the vicinity of the Project to encourage local businesses to come and learn about the project and how they might be engaged to work on the project. Developer shall keep records of these outreach efforts and shall provide them to the City upon request.
- Developer and its contractors and subcontractors will consider in good faith all applications submitted by local businesses in accordance with their normal practice to engage the most qualified business for each position, and make a good faith effort to hire local businesses;
- Developer retains the sole and absolute discretion to engage both professional and construction firms it deems best qualified for the tasks to be performed;
- The requirements of this section shall continue until the issuance of the first temporary certificate of occupancy for each phase of the Project.
- The requirements of this section are limited to the construction activities of the Project.

1.7. Project Approvals.

Developer has applied for and obtained various environmental and land use approvals and entitlements related to the development of the Project, as described below. For purposes of this Development Agreement, the term "**Project Approvals**" means all of the approvals, plans and agreements described in this Section 1.7. City and Developer agree to work diligently and in good faith toward appropriate planning entitlements and building permit approvals for each phase of construction.

1.7.1. 2007 FEIR. The 2007 FEIR, which was prepared for the TOD Strategy pursuant to CEQA, was recommended for adoption by the Planning Commission on August 23, 2007, and adopted with findings by the City Council on September 4, 2007, by Resolution No. 2007-111.

1.7.2. Mitigated Negative Declaration. The Mitigated Negative Declaration or Categorical Exemption, which was prepared pursuant to CEQA, was recommended for adoption by the Planning Commission on February 20, 2014, by Resolution No. 2014-02, and adopted with findings by the City Council on _____, 2014, by Resolution No. _____ (the “**MND**”).

1.7.3. Zoning Amendment. On _____, 2014, following Planning Commission review and recommendation, and after a duly noticed public hearing, the City Council, by Ordinance No. _____, approved a zoning change of the Property from Downtown Area 5, Special Review Overlay District “(DA-5)(S)” to Downtown Area 5, Special Review and Planned Development Overlay District “(DA-5)(S)(PD),” and from Public-Semipublic District, Special Review Overlay District “(PS)(S)” to Public-Semipublic “(PS)(S)(PD)” (the “**Zoning Amendment**”).

1.7.4. Planned Development Project Approval. On _____, 201_, following Planning Commission review and recommendation, and after a duly noticed public hearing, the City Council, by Resolution No. _____, approved the Planned Development Project Application submitted by Developer for the Project (the “**Planned Development Permit**”).

1.7.5. Development Agreement. On _____, 201_, following Planning Commission review and recommendation, and after a duly noticed public hearing, the City Council, by Ordinance No. _____, approved this Development Agreement and authorized its execution.

1.7.6. Subsequent Approvals. In order to develop the Project as contemplated in this Development Agreement, the Project may require land use approvals, entitlements, development permits, and use and/or construction approvals other than those listed in Sections 1.7.1 through 1.7.5 above, which may include, without limitation: development plans, amendments to applicable redevelopment plans, conditional use permits, variances, subdivision approvals, street abandonments, design review approvals, demolition permits, improvement agreements, infrastructure agreements, grading permits, building permits, right-of-way permits, lot line adjustments, site plans, sewer and water connection permits, certificates of occupancy, parcel maps, lot splits, landscaping plans, master sign programs, transportation demand management programs, encroachment permits, and amendments thereto and to the Project Approvals (collectively, “**Subsequent Approvals**”). At such time as any Subsequent Approval applicable to the Property is approved by the City, then such Subsequent Approval shall become subject to all the terms and conditions of this Development Agreement applicable to Project Approvals and shall be treated as a “Project Approval” under this Development Agreement.

1.8. Definitions.

The capitalized terms used in this Development Agreement have the meanings set forth in Appendix I attached hereto.

ARTICLE 2.
DEVELOPMENT OF THE PROPERTY

2.1. Project Development.

Developer shall have a vested right to develop the Project on the Property, in accordance with the Vested Elements (defined in Section 2.2).

2.2. Vested Elements.

The permitted uses of the Property, the minimum and maximum density, number of commercial and retail units, the intensity of use, the maximum height and size of the proposed buildings, provisions for reservation or dedication of land for public purposes, the conditions, terms, restrictions, and requirements for subsequent discretionary actions, the provisions for public improvements and financing of public improvements, and the other terms and conditions of development applicable to the Property are as set forth in:

- a. The General Plan of City on the Agreement Date, including the General Plan Amendments (“**Applicable General Plan**”);
- b. The Zoning Ordinance of City on the Agreement Date, including the Zoning Amendment (“**Applicable Zoning Ordinance**”);
- c. Other rules, regulations, ordinances and policies of City applicable to development of the Property on the Agreement Date, except for any and all fees applicable to the development, which shall be vested as set forth in Section 2.6.3 of this Agreement, (collectively, together with the Applicable General Plan and the Applicable Zoning Ordinance, the “**Applicable Rules**”); and
- d. The Project Approvals, as they may be amended from time to time but only after Developer’s written consent;

and are hereby vested in Developer, subject to, and as provided in, the provisions of this Development Agreement (the “**Vested Elements**”). City hereby agrees to be bound with respect to the Vested Elements, subject to Developer’s compliance with the terms and conditions of this Development Agreement.

2.3. Development Construction Completion.

2.3.1. Timing of Development; Pardee Finding. Because the California Supreme Court held in *Pardee Construction Co. v. City of Camarillo*, 37 Cal.3d 465 (1984), that the failure of the parties therein to provide for the timing of development resulted in a later-adopted initiative restricting the timing of development to prevail over the parties’ agreement, it is the Parties’ intent to cure that deficiency by acknowledging and providing that, subject to any infrastructure phasing requirements that may be required by the Project Approvals, Developer shall have the right (without obligation) to develop the Property in such order and at such rate and at such times as Developer deems appropriate within the exercise of its subjective business judgment.

2.3.2. Moratorium. No City-imposed moratorium or other limitation (whether relating to the rate, timing or sequencing of the development or construction of all or any part of the Property, whether imposed by ordinance, initiative, resolution, policy, order or otherwise, and whether enacted by the City Council, an agency of City, the electorate, or otherwise) affecting parcel or subdivision maps (whether tentative, vesting tentative or final), building permits, occupancy certificates or other entitlements to use or service (including, without limitation, water and sewer) approved, issued or granted within City, or portions of City, shall apply to the Property to the extent such moratorium or other limitation is in conflict with this Agreement; provided, however, the provisions of this Section shall not affect City's compliance with moratoria or other limitations mandated by federal, state or local governmental agencies or court-imposed moratoria or other limitations.

2.3.3. No Other Requirements. Nothing in this Development Agreement is intended to create any affirmative development obligations to develop the Project at all, or liability in Developer under this Development Agreement if the development fails to occur.

2.4. Effect of Project Approvals and Applicable Rules; Future Rules.

2.4.1. Governing Rules. Except as otherwise explicitly provided in this Development Agreement, development of the Property shall be subject to (a) the Project Approvals and (b) the Applicable Rules.

2.4.2. Changes in Applicable Rules; Future Rules.

a. To the extent any changes in the Applicable Rules, or any provisions of future General Plans, Specific Plans, Zoning Ordinances or other rules, regulations, ordinances or policies (whether adopted by means of ordinance, initiative, referenda, resolution, policy, order, moratorium, or other means, adopted by the City Council, Planning Commission, or any other board, commission, agency, committee, or department of City, or any officer or employee thereof, or by the electorate) of City (collectively, "**Future Rules**") are not in conflict with the Vested Elements, such Future Rules shall be applicable to the Project.

b. To the maximum extent permitted by law, City shall prevent any Future Rules from invalidating or prevailing over all or any part of this Agreement, and City shall cooperate with Developer and shall undertake such actions as may be necessary to ensure this Agreement remains in full force and effect. City shall not support, adopt or enact any Future Rule, or take any other action which would violate the express provisions or spirit and intent of this Agreement or the Project Approvals. Developer reserves the right to challenge in court any Future Rule that would conflict with the Vested Elements or this Agreement or reduce the development rights provided by this Agreement.

c. A Future Rule that conflicts with the Vested Elements shall nonetheless apply to the Property if, and only if (i) consented to in writing by Developer; (ii) it is determined by City and evidenced through findings adopted by the City Council that the change or provision is reasonably required in order to prevent a condition dangerous to the public health or safety; (iii) required by changes in State or Federal law as set forth in Section 2.4.3 below;

(iv) it consists of changes in, or new fees permitted by, Section 2.6; or (v) it is otherwise expressly permitted by this Development Agreement.

d. Prior to the Effective Date, the Parties shall have prepared two (2) sets of the Project Approvals and Applicable Rules, one (1) set for City and one (1) set for Developer. If it becomes necessary in the future to refer to any of the Project Approvals or Applicable Rules, the contents of these sets are presumed for all purposes of this Development Agreement, absent clear clerical error or similar mistake, to constitute the Project Approvals and Applicable Rules.

2.4.3. Changes in State or Federal Laws. In accordance with California Government Code Section 65869.5, in the event that state or federal laws or regulations enacted after the Effective Date (“**State or Federal Law**”) prevent or preclude compliance with one or more provisions of this Agreement, the Parties shall meet in good faith to determine the feasibility of any modification or suspension of this Agreement that may be necessary to comply with such State or Federal Law and to determine the effect such modification or suspension would have on the purposes and intent of this Agreement and the Vested Elements. Following the meeting between the Parties, the provisions of this Development Agreement may, to the extent feasible, and upon mutual agreement of the Parties, be modified or suspended, but only to the minimum extent necessary to comply with such State or Federal Law. In such an event, this Development Agreement together with any required modifications shall continue in full force and effect. In the event that the State or Federal Law operates to frustrate irremediably and materially the vesting of development rights to the Project as set forth in this Agreement, Developer may terminate this Agreement. In addition, Developer shall have the right to challenge (by any method, including litigation) the State or Federal Law preventing compliance with, or performance of, the terms of this Development Agreement and, in the event that such challenge is successful, this Development Agreement shall remain unmodified and in full force and effect, unless the Parties mutually agree otherwise, except that if the Term of this Development Agreement would otherwise terminate during the period of any such challenge and Developer has not commenced with the development of the Project in accordance with this Development Agreement as a result of such challenge, the Term shall be extended for the period of any such challenge.

2.4.4. Conflicts. In the event of an irreconcilable conflict between the provisions of the Project Approvals (on the one hand) and the Applicable Rules (on the other hand), the provisions of the Project Approvals shall apply. In the event of a conflict between the Project Approvals (on the one hand) and this Development Agreement, in particular, (on the other hand), the provisions of this Development Agreement control.

2.5. Processing Subsequent Approvals.

City will accept, make completeness determinations, and process, promptly and diligently, to completion all applications for Subsequent Approvals for the Project, in accordance with the terms of this Development Agreement. The City acknowledges that following Project approval, any Subsequent Approval will require accelerated review and consideration by the City in order to satisfy Project construction schedule, financing, or other critical path requirements for the Project.

2.5.1. Scope of Review of Subsequent Approvals. By approving the Project Approvals, City has made a final policy decision that the Project is in the best interests of the public health, safety and general welfare. Accordingly, City shall not use its authority in considering any application for a discretionary Subsequent Approval to change the policy decisions reflected by the Project Approvals or otherwise to prevent or delay development of the Project as set forth in the Project Approvals. Instead, the Subsequent Approvals shall be deemed to be tools to implement those final policy decisions. The scope of the review of applications for Subsequent Approvals shall be limited to a review of substantial conformity with the Vested Elements and the Applicable Rules (except as otherwise provided by Section 2.4), and compliance with CEQA. Where such substantial conformity/compliance exists, City shall not deny an application for a Subsequent Approval for the Project.

2.6. Development Fees, Exactions; and Conditions, General. All fees, exactions, dedications, reservations or other impositions to which the Project would be subject, but for this Development Agreement, are referred to in this Development Agreement either as “Processing Fees,” (as defined in Section 2.6.2) or “Impact Fees” (as defined in Section 2.6.3).

2.6.2. Processing Fees. “**Processing Fees**” mean fees charged on a citywide basis to cover the cost of City review of applications for any permit or other review by City departments. Applications for Subsequent Approvals for the Project shall be charged Processing Fees to allow City to recover its actual and reasonable costs of processing Developer’s Subsequent Approvals with respect to the Project.

2.6.3. Impact Fees. “**Impact Fees**” means monetary fees, exactions or impositions, other than taxes or assessments, whether established for or imposed upon the Project individually or as part of a class of projects, that are imposed by City on the Project in connection with any Project Approval for the Project for any purpose, including, without limitation, defraying all or a portion of the cost of public services and/or facilities construction, improvement, operation and maintenance attributable to the burden created by the Project. Any fee, exaction or imposition imposed on the Project which is not a Processing Fee is an Impact Fee. No Impact Fees shall be applicable to the Project except as provided in this Development Agreement.

a. Only the specific Impact Fees listed in Exhibit E shall apply to the Project. The amount of any Impact Fees applicable to the Project shall be calculated based on the rate in effect at the time that each application for a building permit is submitted and payable upon the City’s issuance of a certificate of occupancy.

b. Any Impact Fees levied against or applied to the Project must be consistent with the provisions of applicable California law, including the provisions of Government Code Section 66000 *et seq.* (“**AB 1600**”). Developer retains all rights set forth in California Government Code Section 66020. Nothing in this Development Agreement shall diminish or eliminate any of Developer’s rights set forth in such section.

2.6.4. Conditions of Subsequent Approvals. In connection with any Subsequent Approvals, City shall have the right to impose reasonable conditions including, without limitation, normal and customary dedications for rights of way or easements for public access, utilities, water, sewers,

and drainage necessary for the Project; provided, however, such conditions and dedications shall not be inconsistent with the Applicable Rules or Project Approvals, nor inconsistent with the development of the Project as contemplated by this Agreement.

b. No conditions imposed on Subsequent Approvals shall require dedications or reservations for, or construction or funding of, public infrastructure or public improvements beyond those already included in the MMRP. In addition, any and all conditions imposed on Subsequent Approvals for the Project must comply with Sections 2.6.2 and 2.6.3 herein.

2.7. Life of Project Approvals and Subdivision Maps

2.7.1. Life of Vesting Tentative Map. The terms of any vesting tentative map for the Property, any amendment or reconfiguration thereto, or any subsequent tentative map, shall be automatically extended such that such tentative maps remain in effect for a period of time coterminous with the term of this Development Agreement.

2.7.2. Life of Other Project Approvals. The term of all other Project Approvals, including without limitation any Planned Development Permit, or other City approval or entitlement, shall be automatically extended such that these Project Approvals remain in effect for a period of time at least as long as the term of this Development Agreement.

2.7.3. Termination of Agreement. In the event that this Agreement is terminated prior to the expiration of the Term of the Agreement, the term of any tentative map or any other Project Approval and the vesting period for any final subdivision map approved as a Project Approval shall be the term otherwise applicable to the approval, which shall commence to run on the date that the termination of this Agreement takes effect (including any extensions).

2.7.4. Reliance on Project FEIR and MND. The 2007 FEIR and MND, which have been adopted by City as being in compliance with CEQA, addresses the potential environmental impacts of all phases of the Project as it is described in the Project Approvals. It is agreed that, in acting on any discretionary Subsequent Approvals for the Project, City will rely on the FEIR and MND to satisfy the requirements of CEQA to the fullest extent permissible by CEQA and City will not require a new initial study, negative declaration, EIR or subsequent or supplemental FEIR unless required by CEQA and will not impose on the Project any mitigation measures or other conditions of approval other than those specifically imposed by the Project Approvals and the MMRP or specifically required by the Applicable Rules.

2.7.5. Subsequent CEQA Review. In the event that any additional CEQA documentation is legally required for any discretionary Subsequent Approval for the Project, then the scope of such documentation shall be focused, to the extent possible consistent with CEQA, on the specific subject matter of the Subsequent Approval, and the City shall conduct such CEQA review as expeditiously as possible.

2.8. Developer's Right to Rebuild. Developer may renovate or rebuild the Project within the Term of this Agreement should it become necessary due to natural disaster, changes in

seismic requirements, or should the buildings located within the Project become functionally outdated, within Developer's sole discretion, due to changes in technology. Any such renovation or rebuilding shall be subject to the Vested Elements, shall comply with the Project Approvals, the building regulations existing at the time of such rebuilding or reconstruction, and the requirements of CEQA.

ARTICLE 3.
ANNUAL REVIEW

3.1. Annual Review. The annual review required by California Government Code Section 65865.1 will be conducted for the purposes and in the manner stated in those laws as further provided herein. As part of that review, City and Developer shall have a reasonable opportunity to assert action(s) that either Party believes have not been undertaken in accordance with this Development Agreement, to explain the basis for such assertion, and to receive from the other Party a justification for the other Party's position with respect to such action(s), and to take such actions as permitted by law. The procedure set forth in this article shall be used by Developer and City in complying with the annual review requirement. The City and Developer agree that the annual review process will review compliance by Developer and City with the obligations under this Development Agreement but will not review compliance with other Project Approvals.

3.2. Intentionally omitted.

3.3. Commencement of Process; Developer Compliance Letter.

At least fifteen (15) days prior to the anniversary of the Effective Date each year, Developer shall submit a letter to the Director of City's Community Development Department demonstrating Developer's good faith compliance with the material terms and conditions of this Development Agreement and shall include in the letter a statement that the letter is being submitted to City pursuant to the requirements of Government Code Section 65865.1.

3.4. Community Development Director Review.

Within thirty (30) days after the receipt of Developer's letter, the Community Development Director shall, acting in good faith, review Developer's submission and determine whether Developer has, for the year under review, demonstrated good faith compliance with the material terms and conditions of this Development Agreement. If Developer has demonstrated good faith compliance, then the Community Development Director shall make such a finding and send a letter back to Developer describing the Community Development Director's finding and any comments.

3.5. Community Development Director Noncompliance Finding.

If the Community Development Director, acting in good faith, finds and determines that there is substantial evidence that Developer has not complied in good faith with the material terms and conditions of this Development Agreement and that Developer is in material breach of this Development Agreement for the year under review, the Community Development Director shall issue and deliver to Developer a written "**Notice of Default**" specifying in detail the nature

of the failures in performance that the Community Development Director claims constitutes material noncompliance, all facts demonstrating substantial evidence of material noncompliance, and the manner in which such noncompliance may be satisfactorily cured in accordance with the Development Agreement. In the event that the material noncompliance is an Event of Default pursuant to Article 5 herein, the Parties shall be entitled to their respective rights and obligations under both Articles 3 and 5 herein, except that the particular entity allegedly in default shall be accorded only one of the 60-day cure periods referred to in Sections 3.6 and 5.1 herein.

3.6. Cure Period.

If the Community Development Director finds that Developer is not in compliance, the Community Development Director shall grant a reasonable period of time for Developer to cure the alleged noncompliance. The Community Development Director shall grant a cure period of at least sixty (60) days and shall extend the sixty (60) day period if Developer is proceeding in good faith to cure the noncompliance and additional time is reasonably needed. At the conclusion of the cure period, the Community Development Director shall either (i) find that Developer is in compliance; or (ii) find that Developer is not in compliance.

3.7. Referral of Noncompliance to City Council.

The Community Development Director shall refer the alleged default to the City Council if Developer fails to cure the alleged noncompliance to the Community Development Director's reasonable satisfaction during the prescribed cure period and any extensions thereto. The Community Development Director shall refer the alleged noncompliance to the City Council if Developer requests a hearing before the City Council. The Community Development Director shall prepare a staff report to the City Council which shall include, in addition to Developer's letter, (i) demonstration of City's good faith compliance with the terms and conditions of this Development Agreement; (ii) the Notice of Default; and (iii) a description of any cure undertaken by Developer during the cure period.

3.8. Delivery of Documents.

At least five (5) days prior to any City hearing regarding Developer's compliance with this Development Agreement, City shall deliver to Developer all staff reports and all other relevant documents pertaining to the hearing and Developer's alleged non-compliance with this Agreement.

3.9. City Council Compliance Finding.

If the City Council, following a noticed public hearing pursuant to Section 3.7, determines that Developer is in compliance with the material terms and conditions of this Development Agreement, the annual review shall be deemed concluded. City shall, at Developer's request, issue and have recorded a Certificate of Compliance indicating Developer's compliance with the terms of this Development Agreement.

3.10. City Council Noncompliance Finding.

If the City Council, at a properly noticed public hearing pursuant to Section 3.7, finds and determines, on the basis of substantial evidence, that Developer has not complied in good faith with the material terms or conditions of this Development Agreement and that Developer is in material breach of this Development Agreement, Developer will have a reasonable time determined by the City Council to meet the reasonable terms of compliance approved by the City Council, which time shall be not less than thirty (30) days. If Developer does not complete the terms of compliance within the time specified, the City Council shall hold a public hearing regarding termination or modification of this Development Agreement. Notification of intention to modify or terminate this Development Agreement shall be delivered to Developer by certified mail containing: (i) the time and place of the City Council hearing; (ii) a statement as to whether City proposes to terminate or modify this Development Agreement and the terms of any proposed modification; and (iii) any other information reasonably necessary to inform Developer of the nature of the proceedings. At the time of the hearing, Developer shall be given an opportunity to be heard. The City Council may impose conditions to the action it takes as necessary to protect the interests of City; provided that any modification or termination of this Development Agreement pursuant to this provision shall bear a reasonable nexus to, and be proportional in severity to the magnitude of, the alleged breach, and in no event shall termination be permitted except in accordance with Article 5 herein.

3.11. Relationship to Default Provisions.

The above procedures supplement and do not replace that provision of Section 5.4 of this Development Agreement whereby either City or Developer may, at any time, assert matters which either Party believes have not been undertaken in accordance with this Development Agreement by delivering a written Notice of Default and following the procedures set forth in Section 5.4.

ARTICLE 4.
AMENDMENTS

4.1. Amendments to Development Agreement Legislation.

This Development Agreement has been entered into in reliance upon the provisions of the Development Agreement Legislation as those provisions existed at the Agreement Date. No amendment or addition to those provisions or any other federal or state law and regulation that would materially adversely affect the interpretation or enforceability of this Development Agreement or would prevent or preclude compliance with one or more provisions of this Development Agreement shall be applicable to this Development Agreement unless such amendment or addition is specifically required by the change in law, or is mandated by a court of competent jurisdiction. In the event of the application of such a change in law, the Parties shall, upon request of one of the Parties, meet in good faith to determine the feasibility of any modification or suspension that may be necessary to comply with such new law or regulation and to determine the effect such modification or suspension would have on the purposes and intent of this Development Agreement and the Vested Elements. Following the meeting between the Parties, the provisions of this Development Agreement may, to the extent feasible, and upon

mutual agreement of the Parties, be modified or suspended but only to the minimum extent necessary to comply with such new law or regulation. If such amendment or change is permissive (as opposed to mandatory), this Development Agreement shall not be affected by same unless the Parties mutually agree in writing to amend this Development Agreement to permit such applicability. Developer and/or City shall have the right to challenge any new law or regulation preventing compliance with the terms of this Agreement, and in the event such challenge is successful, this Agreement shall remain unmodified and in full force and effect. The Term of this Agreement shall automatically be extended for the duration of the period during which such new law or regulation precludes compliance with the provisions of this Agreement, if the amendment or change is mandatory and would result in a materially adverse impact on Developer.

4.2. Amendments to or Cancellation of Development Agreement.

This Development Agreement may be amended from time to time or canceled in whole or in part by mutual consent of both Parties in writing in accordance with the provisions of the Development Agreement Legislation. Review and approval of an amendment to this Development Agreement shall be strictly limited to consideration of only those provisions to be added or modified. No amendment, modification, waiver or change to this Development Agreement or any provision hereof shall be effective for any purpose unless specifically set forth in a writing that expressly refers to this Development Agreement and signed by the duly authorized representatives of both Parties. All amendments to this Development Agreement shall automatically become part of the Project Approvals.

4.3. Operating Memoranda.

The provisions of this Development Agreement require a close degree of cooperation between City and Developer and development of the Property hereunder may demonstrate that refinements and clarifications are appropriate with respect to the details of performance of City and Developer. If and when, from time to time, during the term of this Development Agreement, City and Developer agree that such clarifications are necessary or appropriate, City and Developer shall effectuate such clarifications through operating memoranda approved by City and Developer, which, after execution, shall be attached hereto as addenda and become a part hereof, and may be further clarified from time to time as necessary with future approval by City and Developer. No such operating memoranda shall constitute an amendment to this Development Agreement requiring public notice or hearing. The City Manager, in consultation with the City Attorney, acting in good faith, shall make the determination on behalf of City whether a requested clarification may be effectuated pursuant to this Section 4.3 or whether the requested clarification is of such a character to constitute an amendment hereof pursuant to Section 4.2 above. The City Manager shall be authorized to execute any operating memoranda hereunder on behalf of City.

4.4. Amendments to Project Approvals.

Notwithstanding any other provision of this Development Agreement, Developer may seek and City may review and grant amendments or modifications to the Project Approvals

(including the Subsequent Approvals) subject to the following (except that the procedures for amendment of this Development Agreement are set forth in Section 4.2 herein).

4.4.1. Amendments to Project Approvals – Major Amendments. Project Approvals (except for this Development Agreement the amendment process for which is set forth in Section 4.2) may be amended or modified from time to time, but only at the written request of Developer or with the written consent of Developer (at its sole discretion) and in accordance with Section 2.4. All amendments to the Project Approvals shall automatically become part of the Project Approvals, and shall be considered an Administrative Amendment as set forth in Section 4.4.2, except to the extent such amendments are considered by the Community Development Director, in his or her sole discretion, to constitute a major amendment. In such case, Developer consents to any major amendment's review before the Planning Commission for approval or recommendation to the City Council, whose review and approval or denial shall be final. All phases and elements of the Project described in this Agreement and the Project Approvals, including but not limited to the permitted uses of the Property, the minimum and maximum density and amount of square feet allocated to commercial and retail space, the intensity of use, the maximum height and size of the proposed buildings, provisions for reservation or dedication of land for public purposes, the conditions, terms, restrictions and requirements for subsequent discretionary actions, the provisions for public improvements and financing of public improvements, and the other terms and conditions of development as set forth in all such amendments, except those considered by the Community Development Director to be a major amendment, shall be automatically vested pursuant to this Development Agreement, without requiring an amendment to this Development Agreement. Amendments to the Project Approvals shall be governed by the Project Approvals and the Applicable Rules, subject to Section 2.4. City shall not request, process or consent to any amendment to the Project Approvals that would affect the Property or the Project without Developer's prior written consent, which may be granted or withheld in Developer's sole discretion.

4.4.2. Administrative Amendments to Project Approvals. Upon the request of Developer for an amendment or modification of any Project Approval, the Community Development Director or his/her designee shall determine: (a) whether the requested amendment or modification is minor when considered in light of the Project as a whole; and (b) whether the requested amendment or modification substantially conforms with the material terms of this Development Agreement and the Applicable Rules. If the Community Development Director or his/her designee finds that the requested amendment or modification is both minor and substantially conforms with the material terms of this Development Agreement and the Applicable Rules, the amendment or modification shall be determined to be an "**Administrative Amendment**," and the Community Development Director or his or her designee may approve the Administrative Amendment, without public notice or a public hearing. Without limiting the generality of the foregoing, lot line adjustments, minor alterations in vehicle circulation patterns or vehicle access points, and variations in the design or location of structures that do not substantially alter the design concepts of the Project, substitution of comparable landscaping for any landscaping shown on any development plan or landscape plan, variations in the location or installation of utilities and other infrastructure connections and facilities that do not substantially alter design concepts of the Project, and minor adjustments to the Property legal description shall be deemed to be minor amendments or modifications. Any request of Developer for an

amendment or modification to a Project Approval that is determined not to be an Administrative Amendment as set forth above shall be subject to review, consideration and action pursuant to the Applicable Rules and this Agreement

ARTICLE 5.
DEFAULT, REMEDIES AND TERMINATION

5.1. Events of Default.

Subject to any extensions of time by mutual consent of the Parties in writing, and subject to the provisions of Section 9.2 hereof regarding permitted delays and a Mortgagee's right to cure pursuant to Section 8.3 hereof, any failure by either Party to perform any material term or provision of this Development Agreement (not including any failure by Developer to perform any term or provision of any other Project Approvals) shall constitute an "**Event of Default**," (i) if such defaulting Party does not cure such failure within sixty (60) days (such sixty (60) day period is not in addition to any (60) day cure period under Section 3.7, if Section 3.7 is applicable) following written notice of default from the other Party, where such failure is of a nature that can be cured within such sixty (60) day period, or (ii) if such failure is not of a nature which can be cured within such sixty (60) day period, the defaulting Party does not within such sixty (60) day period commence substantial efforts to cure such failure, or thereafter does not within a reasonable time prosecute to completion with diligence and continuity the curing of such failure.

Any notice of default given hereunder shall specify in detail the nature of the failures in performance that the noticing Party claims constitutes the Event of Default, all facts constituting substantial evidence of such failure, and the manner in which such failure may be satisfactorily cured in accordance with the terms and conditions of this Development Agreement. During the time periods herein specified for cure of a failure of performance, the Party charged therewith shall not be considered to be in default for purposes of (a) termination of this Development Agreement, (b) institution of legal proceedings with respect thereto, or (c) issuance of any approval with respect to the Project. The waiver by either Party of any default under this Development Agreement shall not operate as a waiver of any subsequent breach of the same or any other provision of this Development Agreement.

5.2. Meet and Confer.

During the time periods specified in Section 5.1 for cure of a failure of performance, the Parties shall meet and confer in a timely and responsive manner, to attempt to resolve any matters prior to litigation or other action being taken, including without limitation any action in law or equity; provided, however, nothing herein shall be construed to extend the time period for this meet and confer obligation beyond the 60-day cure period referred to in Section 5.1 (even if the 60-day cure period itself is extended pursuant to Section 5.1(ii)) unless the Parties agree otherwise in writing.

5.3. Remedies and Termination.

If, after notice and expiration of the cure periods and procedures set forth in Sections 5.1 and 5.2, the alleged Event of Default is not cured, the non-defaulting Party, at its option, may institute legal proceedings pursuant to Section 5.4 of this Development Agreement and/or terminate this Development Agreement pursuant to Section 5.6 herein. In the event that this Development Agreement is terminated pursuant to Section 5.6 herein and litigation is instituted that results in a final decision that such termination was improper, then this Development Agreement shall immediately be reinstated as though it had never been terminated.

5.4. Legal Action by Parties.

5.4.1. Remedies. Either Party may, in addition to any other rights or remedies, institute legal action to cure, correct or remedy any default, enforce any covenant or agreement herein, enjoin any threatened or attempted violation thereof, enforce by specific performance the obligations and rights of the Parties hereto or to obtain any remedies consistent with the purpose of this Development Agreement. All remedies shall be cumulative and not exclusive of one another, and the exercise of any one or more of these remedies shall not constitute a waiver or election with respect to any other available remedy. Without limiting the foregoing, Developer reserves the right to challenge in court any Future Rules that would conflict with the Vested Elements or the Subsequent Approvals for the Project or reduce the development rights provided by the Project Approvals.

5.4.2. No Damages. In no event shall either Party, or its boards, commissions, officers, agents or employees, be liable in damages for any default under this Development Agreement, it being expressly understood and agreed that the sole legal remedy available to either Party for a breach or violation of this Development Agreement by the other Party shall be an action in mandamus, specific performance or other injunctive or declaratory relief to enforce the provisions of this Development Agreement by the other Party, or to terminate this Development Agreement. This limitation on damages shall not preclude actions by a Party to enforce payments of monies or the performance of obligations requiring an obligation of money from the other Party under the terms of this Development Agreement including, but not limited to obligations to pay attorneys' fees and obligations to advance monies or reimburse monies. In connection with the foregoing provisions, each Party acknowledges, warrants and represents that it has been fully informed with respect to, and represented by counsel of such Party's choice in connection with, the rights and remedies of such Party hereunder and the waivers herein contained, and after such advice and consultation has presently and actually intended, with full knowledge of such Party's rights and remedies otherwise available at law or in equity, to waive and relinquish such rights and remedies to the extent specified herein, and to rely to the extent herein specified solely on the remedies provided for herein with respect to any breach of this Development Agreement by the other Party.

5.5. Reserved.

5.6. Termination.

5.6.1. Expiration of Term. Except as otherwise provided in this Development Agreement, this Development Agreement shall be deemed terminated and of no further effect upon the expiration of the Term of this Development Agreement as set forth in Section 1.3.

5.6.2. Survival of Obligations. Upon the termination or expiration of this Development Agreement as provided herein, neither Party shall have any further right or obligation with respect to the Property under this Development Agreement except with respect to any obligation that is specifically set forth as surviving the termination or expiration of this Development Agreement. The termination or expiration of this Development Agreement shall not affect the validity of the Project Approvals (other than this Development Agreement) for the Project.

5.6.3. Termination by City. Notwithstanding any other provision of this Development Agreement, City shall not have the right to terminate this Development Agreement with respect to all or any portion of the Property before the expiration of its Term unless City complies with all termination procedures set forth in the Development Agreement Legislation and there is an alleged Event of Default by Developer and such Event of Default is not cured pursuant to Article 3 herein or this Article 5 and Developer has first been afforded an opportunity to be heard regarding the alleged default before the City Council and this Development Agreement is terminated only with respect to that portion of the Property to which the default applies.

ARTICLE 6. COOPERATION AND IMPLEMENTATION

6.1. Further Actions and Instruments.

Each Party to this Development Agreement shall cooperate with and provide reasonable assistance to the other Party and take all actions necessary to ensure that the Parties receive the benefits of this Development Agreement, subject to satisfaction of the conditions of this Development Agreement. Upon the request of any Party, the other Party shall promptly execute, with acknowledgment or affidavit if reasonably required, and file or record such required instruments and writings and take any actions as may be reasonably necessary under the terms of this Development Agreement to carry out the intent and to fulfill the provisions of this Development Agreement or to evidence or consummate the transactions contemplated by this Development Agreement.

6.2. Regulation by Other Public Agencies.

Other public agencies not within the control of City may possess authority to regulate aspects of the development of the Property separately from or jointly with City, and this Development Agreement does not limit the authority of such other public agencies. Nevertheless, City shall be bound by, and shall abide by, its covenants and obligations under this Development Agreement in all respects when dealing with any such agency regarding the

Property. To the extent that City, the City Council, the Planning Commission or any other board, agency, committee, department or commission of City constitutes and sits as any other board, agency, committee, or department, it shall not take any action that conflicts with City's obligations under this Agreement unless required to by any State or Federal law.

6.3. Other Governmental Permits and Approvals; Grants.

Developer shall apply in a timely manner in accordance with Developer's construction schedule for the permits and approvals from other governmental or quasi-governmental agencies having jurisdiction over the Project as may be required for the development of, or provision of services to, the Project. Developer shall comply with all such permits, requirements and approvals. City shall cooperate with Developer in its endeavors to obtain (a) such permits and approvals and (b) any grants for the Project for which Developer applies. The Parties acknowledge that the Project contemplates relocation and improvements of certain pedestrian crossing facilities along the rail lines that border the project site on the Martinez and Alvarado frontages ("**Pedestrian Crossing Improvements**"). Any work in these right of ways will require permits and approvals from various state and regional governmental agencies, including but not limited to BART, Union Pacific Railroad, Caltrans, and the California Public Utilities Commission. City acknowledges and agrees that Developer has no control over the granting of approvals necessary for the Pedestrian Crossing Improvements and that in the event Developer is not granted any required permits or approvals related to the Pedestrian Crossing Improvements, any phase of the Project may proceed to construction as approved in the Project Approvals and contemplated by this Agreement. Completion of the Pedestrian Crossing Improvements shall not be a condition of approval of the Project.

6.4. Cooperation in the Event of Legal Challenge.

6.4.1. The filing of any third party lawsuit(s) against City or Developer relating to this Agreement, the Project Approvals or other development issues affecting the Property shall not delay or stop the development, processing or construction of the Project or approval of any Subsequent Approvals, unless the third party obtains a court order preventing the activity. City shall not stipulate to or cooperate in the issuance of any such order.

6.4.2. In the event of any administrative, legal or equitable action instituted by a third party challenging the validity of any provision of this Development Agreement, the procedures leading to its adoption, or the Project Approvals for the Project, Developer and City each shall have the right, in its sole discretion, to elect whether or not to defend such action, to select its own counsel, and to control its participation and conduct in the litigation in all respects permitted by law. Developer shall pay for all of City's reasonable and documented legal costs related to any action challenging the validity of any provision of this Development Agreement, procedures leading to its adoption, or the Project Approvals. If both Parties elect to defend, the Parties hereby agree to affirmatively cooperate in defending said action and to execute a joint defense and confidentiality agreement in order to share and protect information, under the joint defense privilege recognized under applicable law. As part of the cooperation in defending an action, City and Developer shall coordinate their defense in order to make the most efficient use of legal counsel and to share and protect information. Developer and City shall each have sole discretion to terminate its defense at any time. City retains the option to select and employ

independent defense counsel at its own expense. If, in the exercise of its sole discretion, Developer agrees to pay for defense counsel for City, Developer shall jointly participate in the selection of such counsel. The City shall not settle any third party litigation of Project Approvals without Developer's consent, which consent shall not be unreasonably withheld, conditioned or delayed, subject to Developer's rights under this Agreement.

6.5. Revision to Project.

In the event of a court order issued as a result of a successful legal challenge, City shall, to the extent permitted by law or court order, in good faith seek to comply with the court order in such a manner as will maintain the integrity of the Project Approvals and avoid or minimize to the greatest extent possible (i) any impact to the development of the Project as provided for in, and contemplated by, the Vested Elements, or (ii) any conflict with the Vested Elements or frustration of the intent or purpose of the Vested Elements.

6.6. State, Federal or Case Law.

Where any state, federal or case law allows City to exercise any discretion or take any act with respect to that law, City shall, in an expeditious and timely manner, at the earliest possible time, (a) exercise its discretion in such a way as to be consistent with, and carry out the terms of, this Agreement and (b) take such other actions as may be necessary to carry out in good faith the terms of this Agreement.

6.7. Defense of Agreement.

City shall take all actions that are necessary or advisable to uphold the validity and enforceability of this Agreement. If this Agreement is adjudicated or determined to be invalid or unenforceable, City agrees, subject to all legal requirements, to consider modifications to this Agreement to render it valid and enforceable to the extent permitted by applicable law. Developer shall pay all of City's reasonable and documented costs, including attorneys' fees and experts' costs, incurred to modify or defend this Agreement.

ARTICLE 7.
TRANSFERS AND ASSIGNMENTS

7.1. Right to Assign.

Developer shall have the right to sell, assign or transfer (“**Transfer**”) in whole or in part its rights, duties and obligations under this Development Agreement, to any person or entity at any time during the Term of this Development Agreement without the consent of City; provided, however, in no event shall the rights, duties and obligations conferred upon Developer pursuant to this Development Agreement be at any time so Transferred except through a transfer of the Property. In the event of a transfer of a portion of the Property, Developer shall have the right to Transfer its rights, duties and obligations under this Development Agreement that are applicable to the transferred portion, and to retain all rights, duties and obligations applicable to the retained portions of the Property. Upon Developer's request, City shall cooperate with Developer and any proposed transferee to allocate rights, duties and obligations under this Development Agreement and the Project Approvals among the transferred Property and the retained Property.

7.2. Release upon Transfer.

Upon the Transfer of Developer's rights and interests under this Development Agreement pursuant to Section 7.1, Developer shall automatically be released from its obligations and liabilities under this Development Agreement with respect to that portion of the Property transferred, and any subsequent default or breach with respect to the Transferred rights and/or obligations shall not constitute a default or breach with respect to the retained rights and/or obligations under this Development Agreement, provided that (i) Developer has provided to City written notice of such Transfer, and (ii) the transferee executes and delivers to City a written agreement in which (a) the name and address of the transferee is set forth and (b) the transferee expressly and unconditionally assumes all of the obligations of Developer under this Development Agreement with respect to that portion of the Property transferred. Upon any transfer of any portion of the Property and the express assumption of Developer's obligations under this Agreement by such transferee, City agrees to look solely to the transferee for compliance by such transferee with the provisions of this Agreement as such provisions relate to the portion of the Property acquired by such transferee. A default by any transferee shall only affect that portion of the Property owned by such transferee and shall not cancel or diminish in any way Developer's rights hereunder with respect to any portion of the Property not owned by such transferee. The transferor and the transferee shall each be solely responsible for the reporting and annual review requirements relating to the portion of the Property owned by such transferor/transferee, and any amendment to this Agreement between City and a transferor or a transferee shall only affect the portion of the Property owned by such transferor or transferee. Failure to deliver a written assumption agreement hereunder shall not affect the running of any covenants herein with the land, as provided in Section 7.3 below, nor shall such failure negate, modify or otherwise affect the liability of any transferee pursuant to the provisions of this Development Agreement.

7.3. Covenants Run with the Land.

All of the provisions, agreements, rights, powers, standards, terms, covenants and obligations contained in this Development Agreement shall be binding upon the Parties and their respective successors (by merger, reorganization, consolidation, or otherwise) and assigns, devisees, administrators, representatives, lessees, and all of the persons or entities acquiring the Property or any portion thereof, or any interest therein, whether by operation of law or in any manner whatsoever, and shall inure to the benefit of the Parties and their respective successors (by merger, consolidation or otherwise) and assigns. All of the provisions of this Development Agreement shall be enforceable as equitable servitudes and constitute covenants running with the land pursuant to applicable law, including but not limited to, Section 1468 of the Civil Code of the State of California. Each covenant to do, or refrain from doing, some act on the Property hereunder (i) is for the benefit of such Property and is a burden upon such Property, (ii) runs with such Property, (iii) is binding upon each Party and each successive owner during its ownership of such Property or any portion thereof, and (iv) each person or entity having any interest therein derived in any manner through any owner of such Property, or any portion thereof, and shall benefit the Property hereunder, and each other person or entity succeeding to an interest in such Property.

ARTICLE 8.
MORTGAGEE PROTECTION; CERTAIN RIGHTS OF CURE

8.1. Mortgagee Protection.

This Agreement shall not prevent or limit Developer in any manner, at Developer's sole discretion, from encumbering the Property or any portion thereof or any improvement thereon by any mortgage, deed of trust or other security device securing financing with respect to the Property ("**Mortgage**"). This Development Agreement shall be superior and senior to any lien placed upon the Property or any portion thereof after the date of recording this Development Agreement, including the lien of any Mortgage. Notwithstanding the foregoing, no breach hereof shall defeat, render invalid, diminish or impair the lien of any Mortgage made in good faith and for value, but all of the terms and conditions contained in this Development Agreement shall be binding upon and effective against and inure to the benefit of any person or entity, including any deed of trust beneficiary or mortgagee ("**Mortgagee**") who acquires title to the Property, or any portion thereof, by foreclosure, trustee's sale, deed in lieu of foreclosure, or otherwise.

8.2. Mortgagee Not Obligated.

Notwithstanding the provisions of Section 8.1 above, no Mortgagee shall have any obligation or duty under this Development Agreement to perform Developer's obligations or other affirmative covenants of Developer hereunder; provided, however, that a Mortgagee shall not be entitled to devote the Property to any uses or to construct any improvements thereon other than those uses or improvements provided for or authorized by this Development Agreement, or by the Project Approvals and Applicable Rules.

8.3. Notice of Default to Mortgagee; Right of Mortgagee to Cure.

If City receives a notice from a Mortgagee requesting a copy of any Notice of Default given to Developer hereunder and specifying the address for service thereof, then City shall deliver to such Mortgagee, concurrently with service thereon to Developer, any notice given to Developer with respect to any claim by City that Developer has committed a default, and if City makes a determination of noncompliance hereunder, City shall likewise serve notice of such noncompliance on such Mortgagee concurrently with service thereof on Developer. Each Mortgagee shall have the right (but not the obligation) during the same period available to Developer to cure or remedy, or to commence to cure or remedy, the Event of Default claimed or the areas of noncompliance set forth in City's notice.

8.4. No Supersedure.

Nothing in this Article 8 shall be deemed to supersede or release a Mortgagee or modify a Mortgagee's obligations under any subdivision improvement agreement or other obligation incurred with respect to the Project outside this Development Agreement, nor shall any provision of this Article 8 constitute an obligation of City to such Mortgagee, except as to the notice requirements of Section 8.3.

8.5. Technical Amendments.

City agrees to reasonably consider and approve interpretations and/or technical amendments to the provisions of this Agreement that are required by lenders for the acquisition and construction of the improvements on the Property or any refinancing thereof and to otherwise cooperate in good faith to facilitate Developer's negotiations with lenders.

ARTICLE 9.
MISCELLANEOUS PROVISIONS

9.1. Limitation on Liability.

Notwithstanding anything to the contrary contained in this Development Agreement, in no event shall: (a) any partner, officer, director, member, shareholder, employee, affiliate, manager, representative, or agent of Developer or any general partner of Developer or its general partners be personally liable for any breach of this Development Agreement by Developer, or for any amount which may become due to City under the terms of this Development Agreement; or (b) any member, officer, agent or employee of City be personally liable for any breach of this Development Agreement by City or for any amount which may become due to Developer under the terms of this Development Agreement.

9.2. Force Majeure.

The Term of this Development Agreement and the Project Approvals and the time within which Developer shall be required to perform any act under this Development Agreement shall be extended by a period of time equal to the number of days during which performance of such act is delayed unavoidably and beyond the reasonable control of the Party seeking the delay by strikes, lock-outs and other labor difficulties, Acts of God, inclement weather, failure or inability to secure materials or labor by reason of priority or similar regulations or order of any governmental or regulatory body, changes in local, state or federal laws or regulations, without limitation of City's obligations under this Agreement, any development moratorium or any action of other public agencies that regulate land use, development or the provision of services prevents, prohibits or delays construction of the Project, enemy action, civil disturbances, wars, terrorist acts, fire, unavoidable casualties, litigation involving this Agreement or the Project Approvals, or any other cause beyond the reasonable control of Developer which substantially interferes with carrying out the development of the Project. Such extension(s) of time shall not constitute an Event of Default and shall occur at the request of any Party. In addition, the Term of this Development Agreement and any subdivision map or any of the other Project Approvals shall not include any period of time during which (i) a development moratorium including, but not limited to, a water, sewer, or other public utility moratorium, is in effect; (ii) the actions of public agencies that regulate land use, development or the provision of services to the Property prevent, prohibit or delay either the construction, funding or development of the Project or (iii) there is any mediation, arbitration; litigation or other administrative or judicial proceeding pending involving the Vested Elements, or Project Approvals. The Term of the Project Approvals shall therefore be extended by the length of any development moratorium or similar action; the amount of time any actions of public agencies prevent, prohibit or delay the construction, funding or development of the Project or prevents, prohibits or delays the

construction, funding or development of the Project; or the amount of time to finally resolve any mediation, arbitration, litigation or other administrative or judicial proceeding involving the Vested Elements, or Project Approvals. Furthermore, in the event the issuance of a building permit for any part of the Project is delayed as a result of Developer's inability to obtain any other required permit or approval, then the Term of this Development Agreement shall be extended by the period of any such delay.

9.3. Notices, Demands and Communications Between the Parties.

Formal written notices, demands, correspondence and communications between City and Developer shall be sufficiently given if delivered personally (including delivery by private courier), dispatched by certified mail, postage prepaid and return receipt requested, or delivered by nationally recognized overnight courier service, or by electronic facsimile transmission followed by delivery of a "hard" copy to the offices of City and Developer indicated below. Such written notices, demands, correspondence and communications may be sent in the same manner to such persons and addresses as either Party may from time-to-time designate in writing at least fifteen (15) days prior to the name and/or address change and as provided in this Section 9.3.

City: City of San Leandro
835 E. 14th Street
San Leandro, CA 94577
Attn: Community Development Director

with copies to: City of San Leandro
835 E. 14th Street
San Leandro, CA 94577
Attn: City Attorney

Developer: Chang Income Property Partnership LP, San
Leandro Land Series (R1), a Delaware limited
partnership
Attn: Sunny Tong, Managing Director

with copies to: Reuben, Junius & Rose, LLP
One Bush Street, Suite 600
San Francisco, CA 94104
Attn: Andrew J. Junius

Notices personally delivered shall be deemed to have been received upon delivery, provided that delivery is on a business day. Notices delivered by certified mail, as provided above, shall be deemed to have been given and received on the first to occur of (i) actual receipt by any of the addresses designated above as the Party to whom notices are to be sent, or (ii) within five (5) days after a certified letter containing such notice, properly addressed, with postage prepaid, is deposited in the United States mail. Notices delivered by overnight courier service as provided above shall be deemed to have been received twenty-four (24) hours after the date of deposit, provided that delivery is on a business day. Notices delivered by electronic facsimile

transmission shall be deemed received upon receipt of sender of electronic confirmation of delivery, provided that a “hard” copy is delivered as provided above.

9.4. Project as a Private Undertaking; No Joint Venture or Partnership. The Project constitutes private development, neither City nor Developer is acting as the agent of the other in any respect hereunder, and City and Developer are independent entities with respect to the terms and conditions of this Agreement. Nothing contained in this Development Agreement or in any document executed in connection with this Development Agreement shall be construed as making City and Developer joint venturers or partners.

9.5. Severability.

If any terms or provision(s) of this Development Agreement or the application of any term(s) or provision(s) of this Development Agreement to a particular situation, is (are) held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of this Development Agreement or the application of this Development Agreement to other situations, shall remain in full force and effect unless amended or modified by mutual consent of the Parties. Notwithstanding the foregoing, if any material provision of this Development Agreement, or the application of such provision to a particular situation, is held to be invalid, void or unenforceable, Developer (in its sole and absolute discretion) may terminate this Development Agreement by providing written notice of such termination to City.

9.6. Section Headings.

Article and Section headings in this Development Agreement are for convenience only and are not intended to be used in interpreting or construing the terms, covenants or conditions of this Development Agreement.

9.7. Construction of Agreement.

This Development Agreement has been reviewed and revised by legal counsel for both Developer and City, and no presumption or rule that ambiguities shall be construed against the drafting Party shall apply to the interpretation or enforcement of this Development Agreement.

9.8. Entire Agreement.

This Development Agreement is executed in ____ (__) duplicate originals, each of which is deemed to be an original. This Development Agreement consists of ____ pages including the Recitals, and three (3) exhibits and one (1) appendix, attached hereto and incorporated by reference herein, which, together with the Project Approvals, constitute the entire understanding and agreement of the Parties and supersedes all negotiations or previous agreements between the Parties with respect to all or any part of the subject matter hereof. The exhibits and appendices are as follows:

- Exhibit A Legal Description of the Property
- Exhibit B Map of the Property
- Exhibit C Walkway Improvements
- Exhibit D Landscaping and Public Outdoor Activity Improvements
- Exhibit E Impact Fees
- Appendix I Definitions

9.9. Estoppel Certificates.

Either Party may, at any time during the Term of this Development Agreement, and from time to time, deliver written notice to the other Party requesting such Party to certify in writing that, to the knowledge of the certifying Party, (i) this Development Agreement is in full force and effect and a binding obligation of the Parties, (ii) this Development Agreement has not been amended or modified either orally or in writing, or if amended; identifying the amendments, (iii) the requesting Party is not in default in the performance of its obligations under this Development Agreement, or if in default, to describe therein the nature and amount of any such defaults, and (iv) any other information reasonably requested. The Party receiving a request hereunder shall execute and return such certificate or give a written, detailed response explaining why it will not do so within twenty (20) days following the receipt thereof. The failure of either Party to provide the requested certificate within such twenty (20) day period shall constitute a confirmation that this Agreement is in full force and effect and no modification or default exists. Either the City Manager or the Community Development Director shall have the right to execute any certificate requested by Developer hereunder. City acknowledges that a certificate hereunder may be relied upon by transferees and Mortgagees.

9.10. Recordation.

Pursuant to California Government Code Section 65868.5, within ten (10) days after the later of execution of the Parties of this Development Agreement or the Effective Date, the City Clerk shall record this Development Agreement with the Alameda County Recorder. Thereafter, if this Development Agreement is terminated, modified or amended, the City Clerk shall record notice of such action with the Alameda County Recorder.

9.11. No Waiver.

No delay or omission by either Party in exercising any right or power accruing upon noncompliance or failure to perform by the other Party under any of the provisions of this Development Agreement shall impair any such right or power or be construed to be a waiver thereof. A waiver by either Party of any of the covenants or conditions to be performed by the other Party shall be in writing and signed by a duly authorized representative of the Party against whom enforcement of a waiver is sought, and any such waiver shall not be construed as a waiver of any succeeding breach or non-performance of the same or other covenants and conditions hereof.

9.12. Time Is of the Essence.

Time is of the essence for each provision of this Development Agreement for which time is an element.

9.13. Applicable Law.

This Development Agreement shall be construed and enforced in accordance with the laws of the State of California.

9.14. Attorneys' Fees.

Should any legal action be brought by either Party because of a breach of this Development Agreement or to enforce any provision of this Development Agreement, the prevailing party shall be entitled to reasonable attorneys' fees, experts' fees, court costs, and such other costs as may be found by the court.

9.15. Third Party Beneficiaries.

Except as otherwise provided herein, City and Developer hereby renounce the existence of any third party beneficiary to this Development Agreement and agree that nothing contained herein shall be construed as giving any other person or entity third party beneficiary status.

9.16. Constructive Notice and Acceptance.

Every person who now or hereafter owns or acquires any right, title or interest in or to any portion of the Property is and shall be conclusively deemed to have consented and agreed to every provision contained herein, whether or not any reference to this Development Agreement is contained in the instrument by which such person acquired an interest in the Property.

9.17. Counterparts.

This Development Agreement may be executed by each Party on a separate signature page, and when the executed signature pages are combined, shall constitute one single instrument.

9.18. Authority.

The persons signing below represent and warrant that they have the authority to bind their respective Party and that all necessary board of directors', shareholders', partners', city councils', redevelopment agencies' or other approvals have been obtained.

IN WITNESS WHEREOF, City and Developer have executed this Development Agreement as of the date first set forth above.

DEVELOPER:

Chang Income Property Partnership LP, San Leandro Land Series (R1), a Delaware limited partnership

By: _____
Name: _____
Title: _____

CITY:

CITY OF SAN LEANDRO
a California Charter City

By: _____
Name: Chris Zapata
Title: City Manager

ATTESTATION:

By: _____
City Clerk

APPROVED AS TO FORM:

By: _____
Richard Pio Roda
City Attorney

STATE OF CALIFORNIA)
) ss:
COUNTY OF ALAMEDA)

On __ ____, 201_ before me, _____(here insert name of the officer),
Notary Public, personally appeared _____, who
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature of Notary Public

[Seal]

STATE OF CALIFORNIA)
) ss:
COUNTY OF ALAMEDA)

On __ ____, 201_ before me, _____(here insert name of the officer),
Notary Public, personally appeared _____, who
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature of Notary Public

[Seal]

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

[Attached]

EXHIBIT B

MAP OF PROPERTY

[Attached]

EXHIBIT C

WALKWAY IMPROVEMENTS

[Attached]

EXHIBIT D

LANDSCAPING AND PUBLIC OUTDOOR ACTIVITY IMPROVEMENTS

[Attached]

EXHIBIT E
IMPACT FEES

All terms not defined herein shall have the meaning ascribed to them in the Development Agreement to which this Exhibit E is attached to and a part thereof.

The following Impact Fees apply to the Project as provided in Section 2.6 of this Development Agreement:

- Development Fee for Street Improvements (DFSI) listed in Section 6.4.100 of the San Leandro Administrative Code including annual adjustments as described in Section 8.10.200 of the San Leandro Administrative Code.
- Marina/Interstate 880 Traffic Impact Fee listed in Section 6.4.100 of the San Leandro Administrative Code including annual adjustments as described in Section 8.10.300 of the San Leandro Administrative Code.
- Park Facilities Impact Fee, as applicable, listed in Section 6.4.100 of the San Leandro Administrative Code Development including annual adjustments as described in Section 8.8.150 of the San Leandro Administrative Code.
- Overhead Utility Conversion Fee, as applicable, listed in Section 6.4.100 of the San Leandro Administrative Code including annual adjustments as described in Section N.1 of the Underground Utilities District Master Plan.
- School District Fee Assessment for San Leandro or San Lorenzo School Districts, as applicable, including annual adjustments.
- Long Range Planning Fee listed in Section 6.4.100 of the San Leandro Administrative Code including annual adjustments.

The fees listed above vary with changes to the indexes listed in Table A. The values shown in table A for each index were used to calculate the current estimated fees, which are subject to change based upon the actual date of building permit application submittals per phase, shown in table B for Phase 1.

Table A

Index	Value	Published date
Consumer Price Index, all urban consumers, San Francisco-Oakland-San Jose, CA, Shelter.	\$291.139	1/16/2013
Engineering News Record Construction Cost Index for San Francisco	\$10360.84	1/7/2013
Engineering News RecordCity Cost Index	878.57	1/7/2013

Table B

Impact Fee	Fee basis	Rate based on Values in Table A
Development Fee for Street Improvement(DFSI)/Marina-I880 Traffic Impact Fee –: General Office	\$3.44 per gross building square foot	\$454,299
Marina-I880 Traffic Impact Fee - General Office	\$1.31 per gross building square foot	\$172,920
DFSI/Marina-I880 Traffic Impact Fee – Quality Restaurants	\$7.63 per gross building square foot	If applicable per phase
San Leandro School District Fee Assessment	\$0.51 per square foot	\$67,320
Long Range Planning Fee	\$0.12 per square foot	\$15,840

APPENDIX I

DEFINITIONS

AB 1600 — Section 2.6.3(b)

Administrative Amendment — Section 4.4.2

Agreement — Preamble

Agreement Date — Preamble

Applicable General Plan — Section 2.2(a)

Applicable Rules — Section 2.2(c)

Applicable Zoning Ordinance — Section 2.2(b)

Approving Ordinance – Recital O

CEQA — Recital K

City — Preamble, Section 1.1.1

City Council — Recital O

Developer — Preamble, Section 1.1.2

Development Agreement — Preamble

Development Agreement Legislation — Recital B

Effective Date — Recital O

Event of Default — Section 5.1

FEIR — Recital K

Future Rules — Section 2.4.2(a)

General Plan — Recital I

Impact Fees — Section 2.6.3

Martinez Improvements — Section 1.4.2

MMRP — Recital K

MND — Section 1.7.2

Mortgage — Section 8.1

Mortgagee — Section 8.1

Notice of Default — Section 3.5

Parties — Preamble

Party — Preamble

Phase One Improvements – Section 1.4.3

Phase Two Improvements – Section 1.4.4

Phase Three Improvements – Section 1.4.5

Planned Development Permit — Section 1.7.4

Planning Commission — Recital N

Processing Fees — Section 2.6.2

Project — Recital F and Section 1.4

Project Approvals — Section 1.7

Property — Recital C

Public Art Fund – Section 1.4.9

Public Improvements – Section 1.4.8

State or Federal Law — Section 2.4.3

Subsequent Approvals — Section 1.7.6

Term — Section 1.3

TOD Strategy – Recital D

Transfer — Section 7.1

Vested Elements — Section 2.2

Zoning Amendment — Section 1.7.3

